Beard Robert F. Form 4 January 18, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

may continue.

1. Name and Address of Beard Robert F.	of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol UGI CORP /PA/ [UGI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (Fi	rst) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
460 NORTH GULPH ROAD		(Month/Day/Year) 01/16/2019	Director 10% Owner Officer (give title Other (specify below) EVP, Natural Gas			
(Str	reet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
KING OF PRUSSIA, PA 19406		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
UGI Common	01/16/2019		Code V	Amount 5,000	(A) or (D)	Price \$ 0	Transaction(s) (Instr. 3 and 4) 43,919	D	
Stock UGI Common Stock	01/16/2019		F <u>(1)</u>	1,506	D	\$ 53.35	42,413	D	
UGI Common Stock							6,608	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	de Securities		Derivative Expiration Date curities (Month/Day/Year) quired or cposed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and s	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units	\$ 0	01/16/2019		M		5,000	(2)	12/31/2018	UGI Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beard Robert F.

460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406 EVP, Natural Gas

Signatures

/s/ Pamela A. Meredith, Attorney-in-Fact for Robert F.

Beard 01/18/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The shares were withheld by the issuer to satisfy the reporting person's income tax liability associated with the vesting of awards made in 2016.
- Effective January 1, 2016, the reporting person was granted Performance Units under the UGI Corporation 2013 Omnibus

 (2) Incentive Compensation Plan. Each Performance Unit represents the right of the recipient to receive a share of Common Stock or an amount based on the value of a share of Common Stock if specified performance goals and other conditions are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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