

BROWN JULIA J
Form 4
January 07, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN JULIA J

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL DISPLAY CORP \PA\
[PANL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
375 PHILLIPS BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Technical Officer

EWING, NJ 08618

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/06/2011		A		7,188 A \$ 0	158,536 ⁽¹⁾	D
Common Stock	01/06/2011		F		2,237 ⁽²⁾ D \$ 34.78	156,299	D
Common Stock	01/06/2011		A		6,325 ⁽³⁾ A \$ 0	162,624	D
Common Stock	01/06/2011		F		3,527 ⁽⁴⁾ D \$ 34.78	159,097	D
Common Stock	01/06/2011		A		10,780 ⁽⁵⁾ A \$ 0	169,877	D

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 34.78	01/06/2011		A	10,000	01/06/2011 01/06/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
BROWN JULIA J 375 PHILLIPS BLVD. EWING, NJ 08618	Director 10% Owner Officer Chief Technical Officer

Signatures

/s/ Julia J.
Brown

01/07/2011

**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).
- (1) Accounts for the return of 394 shares that were previously reported as acquired under the Universal Display Corporation Employee Stock Purchase Plan on September 30, 2010.
 - (2) These shares were withheld to satisfy a tax liability.
 - (3) These shares are subject to a vesting restriction, with one-third of the total share amount vesting on each of January 6, 2012, 2013 and 2014.
 - (4) These shares were withheld to satisfy a tax liability in connection with the vesting, on January 6, 2011, of 11,951 shares of restricted stock previously granted to Dr. Brown.

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- (5) These shares are subject to a one-year vesting restriction. The shares may not be sold or otherwise disposed of until five years after the vesting date.
- (6) This SAR is subject to a one-year vesting restriction, and is exercisable solely for cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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