

AICHELE WILLIAM S  
 Form 5  
 February 02, 2011

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 AICHELE WILLIAM S

2. Issuer Name and Ticker or Trading Symbol  
 UNIVEST CORP OF PENNSYLVANIA [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Director, Chairman, Pres & CEO

1401 RICKERT ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PERKASIE, PA 18944

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	Â	Â	Â	Â	110,883.1952 (1) (2)	D	Â
Common Stock (Restricted shares subject to vesting)	Â	Â	Â	Â	26,684	D	Â
Common	Â	Â	Â	Â	9,623.11 (3)	I	

Trustee -  
Deferred  
Salary  
Savings  
Plan

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

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SEC 2270  
(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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Options (Right to Buy)	\$ 28.27	Â	Â	Â	Â	Â	12/31/2005	12/31/2013	Common	3,5
Non-Qualified Stock Options (Right to Buy)	\$ 28.27	Â	Â	Â	Â	Â	12/31/2005	12/31/2013	Common	16,6
Incentive Stock Options (Right to Buy)	\$ 24.27	Â	Â	Â	Â	Â	12/30/2007	12/30/2015	Common	2,8
Non-Qualified Stock Options (Right to Buy)	\$ 24.27	Â	Â	Â	Â	Â	12/30/2007	12/30/2015	Common	12,1
Incentive Stock Options (Right to Buy)	\$ 21.11	Â	Â	Â	Â	Â	12/31/2009	12/31/2017	Common	20,2
Non-Qualified Stock Options (Right to Buy)	\$ 21.11	Â	Â	Â	Â	Â	12/31/2009	12/31/2017	Common	6,7

