

KING ALLEN B  
Form 5  
May 05, 2006

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
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 \*  
**KING ALLEN B**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**UNIVERSAL CORP /VA/ [UVV]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**1501 N HAMILTON STREET**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**03/31/2006**

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

**RICHMOND, VA 23230**

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

6. Individual or Joint/Group Reporting  
  
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	Â	Â	Â	Â	142,948 <sup>(1)</sup>	D	Â
Common Stock	03/31/2006	Â	I	1,394 <sup>(2)</sup> A \$ <sup>(2)</sup>	22,802 <sup>(3)</sup>	I	shares held in the Employee Stock Purchase Plan

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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
phantom stock units 1 for 1 <sup>(4)</sup>	Â	03/31/2006	Â	A	1,556	Â	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	1,556
Options to buy Common Stock <sup>(5)</sup>	\$ 42.82	Â	Â	Â	Â	Â	12/17/2003	12/05/2012	Common Stock	6,938
Options to buy Common Stock <sup>(5)</sup>	\$ 43.08	Â	Â	Â	Â	Â	06/17/2004	12/05/2012	Common Stock	89,280
Options to buy Common Stock <sup>(5)</sup>	\$ 47.28	Â	Â	Â	Â	Â	12/17/2004	11/20/2007	Common Stock	24,020
Options to buy Common Stock <sup>(5)</sup>	\$ 47.28	Â	Â	Â	Â	Â	12/17/2004	12/05/2012	Common Stock	15,920
Options to buy Common Stock <sup>(5)</sup>	\$ 47.28	Â	Â	Â	Â	Â	12/17/2004	12/02/2009	Common Stock	60,050
Options to buy Common Stock <sup>(5)</sup>	\$ 48.21	Â	Â	Â	Â	Â	06/17/2005	12/05/2012	Common Stock	64,900
Options to buy	\$ 48.21	Â	Â	Â	Â	Â	06/17/2005	12/15/2007	Common Stock	49,120

Common  
Stock <sup>(5)</sup>

Options  
to buy  
Common  
Stock <sup>(5)</sup>

\$ 46.34    ^    ^    ^    ^    ^    12/31/2005    05/23/2015    Common Stock    70,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KING ALLEN B 1501 N HAMILTON STREET RICHMOND, VA 23230	X	^	^ Chairman, President & CEO	^

## Signatures

Allen B. King, by Terri L. Marks, Power of Attorney

05/05/2006

        \*\*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) Includes 17,500 shares of restricted stock units. The restricted stock units vest on the fifth anniversary of the award date, however payment will be delayed until termination of service if individual is a covered employee under Section 162(m) on the date of vesting.
- (2) includes 1394 shares acquired from 4/1/05 through 3/31/06 in the stock purchase plan
- (3) shares held in the stock purchase plan
- (4) the phantom stock units were acquired under the ULT Supplemental Stock Purchase Plan on a periodic basis during the fiscal year ended March 31, 2006. Each phantom stock unit will be settled in cash upon the earlier of death, disability, retirement or termination of employment.
- (5) options issued under the Executive Stock Plan

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.