

UGI CORP /PA/  
Form 4  
May 19, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**HALL BRADLEY C**

(Last) (First) (Middle)

**UGI CORPORATION, 460 NORTH GULPH ROAD**

(Street)

**KING OF PRUSSIA, PA 19406**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**UGI CORP /PA/ [UGI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/18/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President -

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

**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  | (D)  | Price   |
| UGI Common Stock                | 05/18/2005                           |  | M                              |   | 52,500  | A  | \$ 15.08 82,951                                       |
| UGI Common Stock                | 05/18/2005                           |  | S                              |   | 52,500  | D  | \$ 53.515 30,451                                      |
| UGI Common Stock                |                                      |  |                                |   |   |  | 5,024   |
| UGI Common                      |                                      |  |                                |   |   |  | 4,999   |
|                                 |                                      |  |                                |   |   | I  | 401(k) Plan (1)                                       |
|                                 |                                      |  |                                |   |   | I  | by Family Partnership                                 |

Stock

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option (right to buy)                      | \$ 15.08   | 05/18/2005                           |  | M                              | 52,500  | 12/10/1996 <sup>(2)</sup> 12/10/2006                     | UGI Common Stock 52,500                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| HALL BRADLEY C<br>UGI CORPORATION<br>460 NORTH GULPH ROAD<br>KING OF PRUSSIA, PA 19406 |               |           | Vice President - |       |

## Signatures

By: Margaret M. Calabrese For: Bradley C. Hall  
Date: 05/18/2005

\_\_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) Units represent units of ownership, as a participant in the UGI Utilities, Inc. Savings Plan, in a fund substantially all of the assets of which are Common Stock of the Issuer. This information is based on a statement dated as of 12/31/99. At that date, each Unit had a value of \$8.77.

(2) The option granted under the UGI Corporation 1997 Stock Option and Dividend Equivalent Plan. The option becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date.

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