Beard Robert F. Form 4 January 19, 2018

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

1. Name and A Beard Rober	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol UGI CORP /PA/ [UGI]	5. Relationship of Reporting Person(s) to Issuer			
				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
460 NORTH GULPH ROAD			01/17/2018	_X_ Officer (give title Other (speci below)			
				President & CEO of subsidiary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
KING OF PRUSSIA, PA 1940		A 19406		Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)		ction Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)
UGI Common Stock	01/17/2018		Code V M	Amount 3,109	A	\$ 0	39,936	D	
UGI Common Stock	01/17/2018		F <u>(1)</u>	1,017	D	\$ 46.95	38,919	D	
UGI Common Stock							6,355	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)	5. Number actiom Derivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units	\$ 0	01/17/2018		M		4,325	(2)	12/31/2017	UGI Common Stock	4,325

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beard Robert F. 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

President & CEO of subsidiary

Signatures

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

Beard 01/19/2018

**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) The shares were withheld by the issuer to satisfy the reporting person's income tax liability associated with the vesting of awards made in 2015
- Effective January 1, 2015, the reporting person was granted Performance Units under the UGI Corporation 2013 Omnibus 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. Because certain performance goals and other conditions were not met during the performance measurement period, the reporting person forfeited a portion of the grant.

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

Reporting Owners 2

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