## Edgar Filing: Walsh John L - Form 4

Walsh John	L									
Form 4										
January 04,	2006									
FORM	ΛΔ								PPROVAL	
	UNITED	STATES		RITIES A			N OMB Number:	3235-0287		
Check th if no lon subject to Section Form 4 Form 5 obligation may con	ger o 16. or Filed pur ons stinue.		ection ( Public U	SECUE	Estimated burden hou response	urs per				
<i>See</i> Insta 1(b).	ruction	50(II) (		livesunem	. Compan	ly Act of 1	940			
(Print or Type	Address of Reporting	Person <u>*</u>	2. Issue Symbol	er Name <b>an</b> e	<b>1</b> Ticker or	Trading	5. Relationship o Issuer	of Reporting Per	rson(s) to	
			•	ORP /PA/	[UGI]		(Check all applicable)			
(Last) (First) (Middle) 460 NORTH GULPH ROAD			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2006			X Director 10% Owner X Officer (give title Other (specify below) below) President & COO				
				. If Amendment, Date Original iled(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KING OF I	PRUSSIA, PA 19	406					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cla	uss of sec	urities bene	-	-	-			
							pond to the colle		SEC 1474	

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numt Share
Option (right to buy)	\$ 20.48	01/01/2006		A		105,000		(1)	12/31/2015	UGI Common Stock	105,
Performance Units	\$ 0	01/01/2006		А		25,000		(2)	12/31/2008	UGI Common Stock	25,(

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Walsh John L 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406	Х		President & COO				
Signatures							
By: Margaret M. Calabrese For: Walsh	0	1/03/2006					

\*\*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) These options vest in three equal annual installments beginning on January 1, 2007.

Effective January 1, 2006, the reporting person was granted Performance Units under the UGI Corporation 2004 Omnibus Equity(2) Compensation Plan. Each Performance Unit represents the right of the recipient to receive a share of Stock or an amount based on the value of a share of Stock, if specified performance goals and other conditions are met.

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