

UGI CORP /PA/  
Form S-8  
April 10, 2007

As filed with the Securities and Exchange Commission on April 10, 2007

Registration No. 333-\_\_\_\_\_

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
UGI CORPORATION**

(Exact name of registrant as specified in its charter)

PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

23-2668356  
(I.R.S. Employer  
Identification No.)

460 NORTH GULPH ROAD  
KING OF PRUSSIA, PA  
(Address of principal executive offices)

19406  
(Zip code)

**UGI CORPORATION  
2004 OMNIBUS EQUITY COMPENSATION PLAN  
AMENDED AND RESTATED AS OF DECEMBER 5, 2006**

(Full title of the plan)

**ROBERT H. KNAUSS, ESQ.  
VICE PRESIDENT AND GENERAL COUNSEL  
UGI CORPORATION**

**460 NORTH GULPH ROAD  
KING OF PRUSSIA, PENNSYLVANIA 19406**

(Name and address of agent for service)

(610) 337-1000

(Telephone number, including area code, of agent for service)

Copy of all communications to:

**LINDA L. GRIGGS, ESQ.  
MORGAN, LEWIS & BOCKIUS LLP  
1111 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, DC 20004**

(202) 739-3000

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered (1)	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (1) (2)	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (1)(2)
Common Stock, without par value	8,000,000	\$26.92	\$215,360,000	\$6,632.00

(1) Pursuant to  
Rule 416(a), the  
number of  
shares of

Common Stock being registered shall be adjusted to include any additional shares which may be issued as a result of stock splits, stock dividends, or similar transactions in accordance with the anti-dilution provisions of the 2004 Omnibus Equity Compensation Plan Amended and Restated December 5, 2006.

- (2) Calculated pursuant to Rules 457(c) and (h)(1), based upon the average of the reported high and low sales prices for the Common Stock as reported on the New York Stock Exchange for April 2, 2007.
-

**REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement is being filed to register 8,000,000 additional shares of common stock to be offered pursuant to the 2004 Omnibus Equity Compensation Plan Amended and Restated December 5, 2006. Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on August 12, 2004 (File No. 333-118147) is hereby incorporated by reference.

**PART II**

**ITEM 8. EXHIBITS.**

EXHIBIT NUMBERS	EXHIBIT
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Morgan, Lewis & Bockius LLP (filed as part of Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this registration statement)
99.1	UGI Corporation 2004 Omnibus Equity Compensation Plan Amended and Restated as of December 5, 2006 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 1, 2007).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in King of Prussia, Pennsylvania, on this 10<sup>th</sup> day of April, 2007.

**UGI CORPORATION**

By: /s/ Lon R. Greenberg  
Lon R. Greenberg  
Chairman and Chief Executive Officer

Each person whose signature appears below hereby appoints Lon R. Greenberg, John L. Walsh, and Robert H. Knauss, and each of them acting individually, as his or her true and lawful attorneys-in-fact, with full power of substitution and resubstitution, with the authority to execute in the name of each such person, and to file with the Commission, together with any exhibits thereto and other documents therewith, any and all amendments to this registration statement (including post-effective amendments and all other related documents) necessary or advisable to enable the registrant to comply with the Securities Act, and any rules, regulations and requirements of the Commission in respect thereof, which amendments may make such changes in the registration statement as the aforesaid attorney-in-fact executing the same deems appropriate.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities indicated, as of April 10, 2007.

SIGNATURE	TITLE
By: /s/ Lon R. Greenberg  Lon R. Greenberg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director
By: /s/ John L. Walsh  John L. Walsh	President and Chief Operating Officer (Principal Operating Officer) and Director
By: /s/ Anthony J. Mendicino  Anthony J. Mendicino	Senior Vice President - Finance and Chief Financial Officer (Principal Financial Officer)
By: /s/ Michael J. Cuzzolina  Michael J. Cuzzolina	Vice President - Accounting and Financial Control and Chief Risk Officer (Principal Accounting Officer)
By: /s/ Stephen D. Ban  Stephen D. Ban	Director
By: /s/ Richard C. Gozon  Richard C. Gozon	Director
By: /s/ Ernest E. Jones  Ernest E. Jones	Director
By: /s/ Anne Pol  Anne Pol	Director

Anne Pol

---

SIGNATURE	TITLE
By: /s/ Marvin O. Schlanger	Director

Marvin O. Schlanger By: /s/ James W. Stratton	Director
--------------------------------------------------	----------

James W. Stratton By: /s/ Roger B. Vincent	Director
-----------------------------------------------	----------

Roger B. Vincent

---

**INDEX TO EXHIBITS**

**EXHIBIT  
NUMBERS**

**EXHIBIT**

- |      |                                                                                                                                                                                                                      |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1  | Opinion of Morgan, Lewis & Bockius LLP (filed herewith).                                                                                                                                                             |
| 23.1 | Consent of PricewaterhouseCoopers LLP (filed herewith).                                                                                                                                                              |
| 23.2 | Consent of Morgan, Lewis & Bockius LLP (filed as part of Exhibit 5.1).                                                                                                                                               |
| 24.1 | Power of Attorney (included on the signature page of this registration statement).                                                                                                                                   |
| 99.1 | UGI Corporation 2004 Omnibus Equity Compensation Plan Amended and Restated as of December 5, 2006 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 1, 2007). |