

UNIVERSAL CORP /VA/
Form 5
May 03, 2012

FORM 5

**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). 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 *
ADAMS JOHN B JR

(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)

9201 FOREST HILL AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

RICHMOND, VA 23235

(City) (State) (Zip)

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

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) | (A) or (D) | Price | 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|------------|--------------|--|--|---|
| Restricted Stock and Restricted Stock Units | Â | Â | Â | Â | Â | Â | 12,658 | D (1) | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 300 | D | Â |
| Common Stock-Dividend Reinvestment Plan (2) | 03/31/2012 | Â | I | 484 | A | \$ (2) 2,027 | | D (2) | Â |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to buy Common Stock ⁽³⁾ | \$ 43.12 | Â | Â | Â | Â | 04/28/2004 10/28/2013 | Common Stock | 2,000 |
| Options to buy Common Stock ⁽³⁾ | \$ 46.7 | Â | Â | Â | Â | 02/05/2005 08/05/2014 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADAMS JOHN B JR 9201 FOREST HILL AVENUE RICHMOND, VA 23235 | Â X | Â | Â | Â |

Signatures

John B. Adams, Jr. by Terri L. Marks, Power of Attorney
Date: 05/03/2012

**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) 8950 restricted stock shares were granted for service as a director. Transfer of shares is prohibited and the shares may be forfeited to the Company unless certain specified conditions are met. Also includes 3,550 restricted stock units and 158 dividend equivalent units earned on the restricted stock units. The restricted stock units vest of the third anniversary of the award date, however,

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payment will be delayed until certain restrictions are met.

- (2) shares acquired from 4/1/11 though 3/31/12 in the dividend reinvestment plan
- (3) options issued under Universal Corporation 2002 Executive Stock Plan for non-employee directors

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