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# UGI CORP /PA/

Reported by

**MENDICINO ANTHONY J**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/06 for the Period Ending 01/01/06

| | |
|---|---|
| Address | 460 N GULPH RD |
| | P O BOX 858 |
| | KING OF PRUSSIA, PA 19406 |
| Telephone | 6103371000 |
| CIK | 0000884614 |
| Symbol | UGI |
| SIC Code | 4932 - Gas and Other Services Combined |
| Industry | Natural Gas Utilities |
| Sector | Utilities |
| Fiscal Year | 09/30 |

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# FORM 4

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

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

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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **MENDICINO ANTHONY J** | **UGI CORP /PA/ [ UGI ]** | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | _____ Director _____ 10% Owner |
| **460 NORTH GULPH ROAD** | **1/1/2006** | __ **X** __ Officer (give title below) _____ Other (specify below) **Senior VP - Finance and** |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| **KING OF PRUSSIA, PA 19406** | | _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Option (right to buy)** | **$20.48** | **1/1/2006** | | **A** | | **65000** | | (1) | **12/31/2015** | **UGI Common Stock** | **65000** | **$0** | **65000** | **D** | |
| **Performance Units** | **$0** | **1/1/2006** | | **A** | | **13500** | | (2) | **12/31/2008** | **UGI Common Stock** | **13500** | **$0** | **13500** | **D** | |

**Explanation of Responses:**

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

**( 2)** Effective January 1, 2006, the reporting person was granted Performance Units under the UGI Corporation 2004 Omnibus Equity 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.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **MENDICINO ANTHONY J 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406** | | | **Senior VP - Finance and** | |

**Signatures**

| **By: Margaret M. Calabrese For: Anthony J. Mendicino** | **1/3/2006** |
|---|---|
| ** Signature of Reporting Person | Date |

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

***** 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).

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

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