

UGI CORP /PA/
Reported by
FLEXON ROBERT C

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/16/11 for the Period Ending 02/14/11

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

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

OMB APPROVAL
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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)
FLEXON ROBERT C	UGI CORP /PA/ [UGI]	____ Director ____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> X ____ Officer (give title below) ____ Other (specify below)
460 NORTH GULPH ROAD	2/14/2011	Chief Financial Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	
KING OF PRUSSIA, PA 19406		<input type="checkbox"/> X ____ Form filed by One Reporting Person
(City) (State) (Zip)		____ 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. 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				Date Exercisable	Expiration Date					Title
Stock Units	\$0	2/14/2011		A		30000		2/14/2014	(1)	UGI Common Stock	30000	\$0	30000	D	
Option (right to buy)	\$31.86	2/14/2011		A		75000		(2)	2/13/2021	UGI Common Stock	75000	\$0	75000	D	
Performance Units	\$0	2/14/2011		A		5000		(3)	12/31/2011	UGI Common Stock	5000	\$0	5000	D	
Performance Units	\$0	2/14/2011		A		10000		(3)	12/31/2012	UGI Common Stock	10000	\$0	10000	D	
Performance Units	\$0	2/14/2011		A		15000		(3)	12/31/2013	UGI Common Stock	15000	\$0	15000	D	

Explanation of Responses:

- (1) Effective February 14, 2011, the reporting person was granted Stock Units under the Amended and Restated UGI Corporation 2004 Omnibus Equity Compensation Plan. Each Stock 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 after the expiration of a restriction period. The restriction period will end on February 13, 2014.
- (2) These options vest in three equal annual installments beginning on February 14, 2012.
- (3) Effective February 14, 2011, the reporting person was granted Performance Units under the Amended and Restated 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
FLEXON ROBERT C 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			Chief Financial Officer	

Signatures

Margaret M. Calabrese, Attorney-In-Fact for Robert C. Flexon

2/15/2011

** 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.

POWER OF ATTORNEY

I, Robert C. Flexon, hereby authorize and designate:

- * Margaret M. Calabrese, Secretary
- * Danielle Gallagher, Paralegal
- * Robert H. Knauss, Vice President and General Counsel
- * Jessica A. Milner, Assistant Secretary and Counsel
- * Steven A. Samuel, Vice President - Law
- * Courtney L. Sia, Paralegal and Assistant to the Corporate Secretary
- * Matthew A. Woodward, Assistant Secretary and Senior Counsel

each of whom may act individually to execute, acknowledge and file in my name and as my attorney-in-fact a Form 3 Initial Statement of Beneficial Ownership of S

____2/14/2011____
Date

_____/s/ Robert C. Flexon_____
Signed