

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) 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)	
<u>Ortiz-Landazabal Marie-Dominique</u>			<u>UGI CORP /PA/ [UGI]</u>		<input checked="" type="checkbox"/> Director 10% Owner	
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)	
<u>460 NORTH GULPH ROAD</u>			<u>09/20/2016</u>		<u>Chief Accounting Officer</u>	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>KING OF PRUSSIA PA 19406</u>					<input checked="" type="checkbox"/> 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. 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)			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			
UGI Common Stock	09/20/2016		M		5,000	A	\$21.81	8,903 ⁽¹⁾	D	
UGI Common Stock	09/20/2016		F ⁽²⁾		3,166	D	\$46.16	5,737 ⁽¹⁾	D	
UGI Common Stock	09/20/2016		M		1,200	A	\$27.64	6,937 ⁽¹⁾	D	
UGI Common Stock	09/20/2016		F ⁽²⁾		866	D	\$46.16	6,071 ⁽¹⁾	D	
UGI Common Stock	09/20/2016		M		8,800	A	\$27.64	14,871 ⁽¹⁾	D	
UGI Common Stock	09/20/2016		M		3,900	A	\$37.98	18,771 ⁽¹⁾	D	
UGI Common Stock	09/20/2016		S		12,700	D	\$46.3544 ⁽³⁾	6,071 ⁽¹⁾	D	
UGI Common Stock								2,540	I	401(k) Plan

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 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: 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				
Options (Right to Buy)	\$21.81	09/20/2016		M			5,000	01/01/2014	12/31/2022	UGI Common Stock	5,000	\$0.00	0	D	
Options (Right to Buy)	\$27.64	09/20/2016		M			1,200	01/01/2015	12/31/2023	UGI Common Stock	1,200	\$0.00	13,800	D	
Options (Right to Buy)	\$27.64	09/20/2016		M			8,800	01/01/2016	12/31/2023	UGI Common Stock	8,800	\$0.00	5,000	D	
Options (Right to Buy)	\$37.98	09/20/2016		M			3,900	01/01/2016	12/31/2024	UGI Common Stock	3,900	\$0.00	7,800	D	

Explanation of Responses:

1. Includes 320 shares acquired under the Issuer's dividend reinvestment plan.
2. The shares were withheld by the issuer to satisfy the officer's exercise price and income tax liability associated with the transaction.
3. The shares of common stock with respect to this transaction were sold at prices ranging from \$46.33 to \$46.40. Upon request, UGI Corporation will provide to the Securities and Exchange Commission staff, or a security holder of UGI Corporation, full information regarding the number of shares of common stock sold at each separate price.

Remarks:

/s/ Jessica A. Milner, Attorney-in-Fact for Marie-Dominique Ortiz-Landazabal 09/22/2016

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 Number.