

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* <u>Kelly Ann P</u> (Last) (First) (Middle) <u>460 NORTH GULPH ROAD</u> (Street) <u>KING OF PRUSSIA</u> <u>PA</u> <u>19406</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/22/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>UGI CORP /PA/ [UGI]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP, CAO & Corporate Controller</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
UGI Common Stock	1,697 ⁽¹⁾	D	
UGI Common Stock	1,695	I	401(k) Plan

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Units	(2)	12/31/2018	UGI Common Stock	1,050	0.00	D	
Performance Units	(3)	12/31/2018	UGI Common Stock	110	0.00	D	
Performance Units	(4)	12/31/2019	UGI Common Stock	1,000	0.00	D	
Performance Units	(5)	12/31/2020	UGI Common Stock	950	0.00	D	
Options (Right to Buy)	(6)	12/31/2024	UGI Common Stock	6,000	37.98	D	
Options (Right to Buy)	(7)	12/31/2025	UGI Common Stock	7,500	33.76	D	
Options (Right to Buy)	(8)	05/08/2026	UGI Common Stock	1,200	41.27	D	
Options (Right to Buy)	(9)	12/31/2026	UGI Common Stock	7,000	46.08	D	
Options (Right to Buy)	(10)	12/31/2027	UGI Common Stock	6,500	46.95	D	

Explanation of Responses:

- Includes 103 shares acquired under the Issuer's dividend reinvestment plan.
- Effective January 1, 2016, the reporting person was granted performance units under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each performance unit represents the right of the recipient to receive a share of stock if specified performance goals and other conditions are met.
- Effective May 9, 2016, the reporting person was granted performance units under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each performance unit represents the right of the recipient to receive a share of stock if specified performance goals and other conditions are met.
- Effective January 1, 2017, the reporting person was granted performance units under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each performance unit represents the right of the recipient to receive a share of stock if specified performance goals and other conditions are met.
- Effective January 1, 2018, the reporting person was granted performance units under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each performance unit represents the right of the recipient to receive a share of stock if specified performance goals and other conditions are met.
- These options were granted effective January 1, 2015 and became fully vested on January 1, 2018.
- These options were granted effective January 1, 2016 and vest in three equal installments beginning on January 1, 2017.
- These options were granted effective May 9, 2016 and vest in three equal installments beginning on May 9, 2017.
- These options were granted effective January 1, 2017 and vest in three equal installments beginning on January 1, 2018.
- These options were granted effective January 1, 2018 and vest in three equal installments beginning on January 1, 2019.

Remarks:

/s/ Pamela A. Meredith,

Attorney-in-Fact for Ann P.

Kelly

03/26/2018

** 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 5 (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.

POWER OF ATTORNEY

I, Ann P. Kelly, hereby authorize and designate:

--Monica M. Gaudiosi, Vice President and General Counsel, Secretary

--Pamela A. Meredith, Counsel

--Jean M. Jones, Senior Paralegal

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 Securities, Forms 4, Statements of Changes in Beneficial Ownership, and Forms 5, Annual Statements of Changes in Beneficial Ownership, or any successor reporting forms with the United States Securities and Exchange Commission (the "SEC") for the purpose of complying with Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") and the rules and regulations thereunder with respect to my position with UGI Corporation and its affiliates. The duration of this authorization shall be coextensive with my reporting obligations as a present or former executive officer of UGI Corporation and its affiliates under Section 16 of the Act.

March 22, 2018

/s/ Ann P. Kelly

Name: Ann P. Kelly

STATE OF Pennsylvania

COUNTY OF Montgomery

On this 22 day of March, 2018, Ann P. Kelly personally appeared before me, and acknowledged that she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Carol A. Gorman

Notary Public

My Commission Expires: 5-6-19