

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| OMB APPROVAL                                 |           |
| OMB Number:                                  | 3235-0287 |
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|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Gallagher Hugh J.</u><br><br>(Last) (First) (Middle)<br><u>460 NORTH GULPH ROAD</u><br><br>(Street)<br><u>KING OF PRUSSIA</u> <u>PA</u> <u>19406</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UGI CORP /PA/ [ UGI ]</u>   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>President &amp; CEO of Subsidiary</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/21/2019</u>         |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>08/23/2019</u> | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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 |   |  |   |

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 |  |  | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Unit                      | (1)  | 08/21/2019                           |  | A                              |   | 24,147 <sup>(2)</sup>  | (3) (3)  | UGI Common Stock  | 24,147 <sup>(2)</sup>      | (4)  | 24,147 <sup>(2)</sup>  | D   |  |

Explanation of Responses:

1. Each restricted stock unit is the economic equivalent of one UGI share and will be settled in cash.
2. The reporting person is amending the Form 4 originally filed on August 23, 2019 to correct an administrative error in the number of securities held by the reporting person.
3. The units will vest over a period of up to three years following the date hereof and have no expiration date.
4. Under the Agreement and Plan of Merger dated as of 4/1/19 ("Merger Agreement") by and among UGI, AmeriGas Partners, L.P. ("APU") and the other parties thereto, on 8/21/19 (the "Effective Time"), each APU common unit ("AmeriGas Units") was automatically converted into the right to receive, at the election of each holder, but subject to any applicable withholding tax and the proration under the Merger Agreement one of the following forms of consideration: (i)0.6378 ("Multiplier") shares of UGI common stock; (ii) \$7.63 in cash, without interest and 0.500 UGI Shares; or (iii) \$35.325 in cash, without interest. In addition, APU performance units and restricted units issued to the reporting person under the AmeriGas Propane, Inc. long-term incentive plan was, at the Effective Time, cancelled and converted into a number of UGI restricted stock units as set forth in greater detail in the Merger Agreement.

Remarks:

/s/ Joshua Samples, Attorney-in-Fact for Hugh J. Gallagher 12/03/2019

\*\* 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 Number.