

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCHLANGER MARVIN O</u> (Last) (First) (Middle) 460 NORTH GULPH ROAD (Street) KING OF PRUSSIA PA 19406 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UGI CORP /PA/ [UGI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/22/2020		A		2,350	A	\$0.00	139,330 ⁽¹⁾	I	Benefit Plan ⁽²⁾
UGI Common Stock								3,637	I	By Spouse ⁽³⁾
UGI Common Stock								100,836	D	

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
Option (Right to Buy)	\$43.89	01/22/2020		A		9,060 ⁽⁴⁾		01/22/2020	01/21/2030	UGI Common Stock	9,060	\$0.00	9,060	D	
Phantom Stock	⁽⁵⁾							08/21/2019	⁽⁵⁾	UGI Common Stock	11,710		11,710	D	

Explanation of Responses:

- Total gives effect to dividend equivalent accruals.
- Effective January 22, 2020, the reporting person was granted Stock Units under the UGI Corporation 2013 Omnibus Incentive Compensation Plan. Each stock unit represents the right of the recipient to receive a share of Common Stock upon retirement or termination of service.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- These options were granted under the UGI Corporation 2013 Omnibus Incentive Compensation Plan and are fully vested on the effective date of the grant.
- Each share of Phantom Units is the economic equivalent of one share of UGI Common Stock. The shares of Phantom Units will be settled in cash upon retirement or termination of service. The Phantom Units have no expiration date. This amount also gives effect to dividend equivalent accruals. The Phantom Units were incorrectly reported in Table 1 of the reporting person's Form 4 dated August 23, 2019.

Remarks:

/s/ Joshua Samples, Attorney-
in-Fact for Marvin O. Schlanger 01/24/2020

** 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.