

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
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Sheridan Jerry E</u> (Last) (First) (Middle) <u>460 NORTH GULPH ROAD</u> (Street) <u>KING OF PRUSSIA PA 19406</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UGI CORP /PA/ [UGI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO of Subsidiary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	05/11/2015		M		15,000	A	\$19.6	15,000	D	
UGI Common Stock	05/11/2015		S		15,000	D	\$35.5331 ⁽¹⁾	0	D	
UGI Common Stock	05/11/2015		M		21,000	A	\$18.7	21,000	D	
UGI Common Stock	05/11/2015		S		21,000	D	\$35.5331 ⁽¹⁾	0	D	
UGI Common Stock	05/11/2015		M		35,625	A	\$21.81	35,625	D	
UGI Common Stock	05/11/2015		S		35,625	D	\$35.5331 ⁽¹⁾	0	D	
UGI Common Stock	05/11/2015		M		11,158	A	\$27.64	11,158	D	
UGI Common Stock	05/11/2015		S		11,158	D	\$35.5331 ⁽¹⁾	0	D	
UGI Common Stock	05/12/2015		M		17,342	A	\$27.64	17,342	D	
UGI Common Stock	05/12/2015		S		17,342	D	\$35.5106 ⁽²⁾	0	D	
UGI Common Stock								1,967	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	\$19.6	05/11/2015		M		15,000	01/01/2013	12/31/2021	UGI Common Stock	15,000	\$0.00	0	D	
Option (Right to Buy)	\$18.7	05/11/2015		M		21,000	03/03/2013	03/02/2022	UGI Common Stock	21,000	\$0.00	0	D	
Option (Right to Buy)	\$21.81	05/11/2015		M		35,625	01/01/2014	12/31/2022	UGI Common Stock	35,625	\$0.00	35,625	D	
Option (Right to Buy)	\$27.64	05/11/2015		M		11,158	01/01/2015	12/31/2023	UGI Common Stock	11,158	\$0.00	74,342	D	
Option (Right to Buy)	\$27.64	05/12/2015		M		17,342	01/01/2015	12/31/2023	UGI Common Stock	17,342	\$0.00	57,000	D	

Explanation of Responses:

1. The shares of common stock with respect to this transaction were sold at prices ranging from \$35.50 to \$35.65. 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 sold at each separate price.

2. The shares of common stock with respect to this transaction were sold at prices ranging from \$35.50 to \$35.62. 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 sold at each separate price.

Remarks:

/s/ Jessica A. Milner, Attorney-
in-Fact for Jerry E. Sheridan 05/13/2015

** 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.