

UNIVEST CORP OF PENNSYLVANIA
 Form 4
 November 17, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Keim Michael S

2. Issuer Name and Ticker or Trading Symbol
 UNIVEST CORP OF PENNSYLVANIA [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 52 CATHLEEN DR.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior EVP

RICHBORO, PA 18945

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common	11/16/2016		M		667	A	\$ 18.78
					29,926.0794		(1) (2)
Common	11/16/2016		D		601	D	\$ 27.4
					29,325.0794		(1) (2)
Common	11/16/2016		F		66 (3)	D	\$ 27.4
					29,259.0794		(1) (2)
Common	11/16/2016		M		1,333	A	\$ 16.88
					30,592.0794		(1) (2)
Common	11/16/2016		D		1,172	D	\$ 27.4
					29,420.0794		(1) (2)

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Common	11/16/2016	F	161 ⁽³⁾	D	\$ 27.4	29,259.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	M	1,500	A	\$ 17.235	30,759.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	D	1,325	D	\$ 27.4	29,434.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	F	175 ⁽³⁾	D	\$ 27.4	29,259.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	M	1,500	A	\$ 17.58	30,759.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	D	1,330	D	\$ 27.4	29,429.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	F	170 ⁽³⁾	D	\$ 27.4	29,259.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	M	1,500	A	\$ 14.8	30,759.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	D	1,282	D	\$ 27.4	29,477.0794 <u>(1)</u> <u>(2)</u>	D
Common	11/16/2016	F	218 ⁽³⁾	D	\$ 27.4	29,259.0794 <u>(1)</u> <u>(2)</u>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Options	\$ 17.58	11/16/2016		M	1,500	01/31/2012 01/31/2020	Common	1,500	

(Right to Buy)

Incentive Stock

Options	\$ 17.235	11/16/2016	M	1,500	01/31/2013	01/31/2021	Common	1,500
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(Right to Buy)

Incentive Stock

Options	\$ 14.8	11/16/2016	M	1,500	01/31/2014	01/31/2022	Common	1,500
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(Right to Buy)

Incentive Stock

Options	\$ 16.88	11/16/2016	M	1,333	01/31/2015	01/31/2023	Common	1,333
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(Right to Buy)

Incentive Stock

Options	\$ 18.78	11/16/2016	M	667	01/31/2016	01/31/2024	Common	667
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keim Michael S 52 CATHLEEN DR. RICHBORO, PA 18945			Senior EVP	

Signatures

Megan D. Santana 11/17/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) DOES INCLUDE 13,090 RESTRICTED SHARES SUBJECT TO VESTING.
- (2) DOES INCLUDE 11,542.0794 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (3) SHARES USED TO PAY TAXES.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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