

FREEMAN GEORGE C III

Form 5

April 26, 2010

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FREEMAN GEORGE C III

(Last) (First) (Middle)

9201 FOREST HILL AVENUE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
UNIVERSAL CORP /VA/ [UVV]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
03/31/20104. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

RICHMOND, VA 23235

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Amount (D) Price	60,453 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**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 control number.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights ⁽²⁾	\$ 36.03	Â	Â	Â	Â Â	06/13/2007 06/13/2016	common stock 5,000
Stock Appreciation Rights ⁽²⁾	\$ 62.66	Â	Â	Â	Â Â	05/24/2008 05/24/2017	common stock 31,800
Stock Appreciation Rights ⁽²⁾	\$ 51.32	Â	Â	Â	Â Â	05/28/2009 05/28/2018	common stock 24,200
Stock Appreciation Rights ⁽²⁾	\$ 35.3	Â	Â	Â	Â Â	05/27/2010 05/27/2019	common stock 60,000
Options to by Common Stock ⁽³⁾	\$ 47.28	Â	Â	Â	Â Â	12/17/2004 12/05/2012	Common Stock 4,140
Options to by Common Stock ⁽³⁾	\$ 48.21	Â	Â	Â	Â Â	06/17/2005 12/05/2012	Common Stock 5,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEMAN GEORGE C III 9201 FOREST HILL AVENUE RICHMOND,Â VAÂ 23235	Â	Â	Â Chairman, President & CEO	Â

Signatures

George C. Freeman, III, by Terri L. Marks, Power of Attorney

04/26/2010

 **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).
the amount includes 35,500 restricted stock units and 3112 dividend units on the restricted stock units. The restricted stock units and the
(1) dividend units vest on the fifth anniversary of the award date, however payment will be delayed until termination of service if the individual is a covered employee under code section 162(m) on the date of vesting.
(2) after a 12 month period of the grant date, 1/3 total shares are exercisable and an additional 1/3 for each anniversary date after that for 3 such periods.
(3) options issued under the executive stock plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.