WHELAN KAREN M L

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5 April 30, 2009

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer WHELAN KAREN M L Symbol UNIVERSAL CORP /VA/ [UVV] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X Other (specify 03/31/2009 _ Officer (give title below) below) 1501 N HAMILTON STREET Treasurer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RICHMOND, Â VAÂ 23230 _X_ 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Securities Form: Direct Indirect Execution Date, if Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 50,451 (1) D Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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SEC 2270

(9-02)

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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)		5		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Stock Appreciation Rights (2)	on \$ 36.03	Â	Â	Â	Â	Â	06/13/2007	06/13/2016	Common stock	8,000
Stock Appreciation Rights (2)	on \$ 62.66	Â	Â	Â	Â	Â	05/24/2008	05/24/2017	Common stock	9,600
Stock Appreciation Rights (2)	on \$51.32	Â	Â	Â	Â	Â	05/28/2009	05/28/2018	Common stock	6,400

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Othe			
WHELAN KAREN M L 1501 N HAMILTON STREET RICHMOND, VA 23230	Â	Â	Â Treasurer	Â			

Signatures

Terri L. Marks, Power of Attorney for Karen M. L. 04/29/2009 Whelan

**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).
- includes 9800 restricted stock units and 983 dividend units accumulated on the restricted stock units. The restricted stock units and the dividend units vest on the fifth anniversary of the award date, however payment will be delayed until termination of service if individual is a covered employee under Section 162(m) on the date of vesting.
- (2) after a 12 month period of the grant date, 1/3 of total shares is exercisable and an additional 1/3 for each anniversary date after that for 3 such periods.

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.

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