SHEEHAN JEREMIAH J

Form 5 April 26, 2011

Stock -Dividend

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 SHEEHAN JEREMIAH J Symbol UNIVERSAL CORP /VA/ [UVV] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Officer (give title 03/31/2011 Other (specify below) below) 9201 FOREST HILL AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RICHMOND, Â VAÂ 23235 _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 Security 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Transaction Indirect (Instr. 3) (Month/Day/Year) Execution Date, if Acquired (A) or Securities Ownership Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Amount (D) Price Restricted stock and Â Â Â Â Â Â 11,388 (1) D restricted stock units Common Â Â 4,000 D Stock Â Â Common 03/31/2011 I 516 Α $\$ \stackrel{(2)}{=} 2,277$ D

Reinvestment

Plan

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

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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)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to buy common stock (3)	\$ 32.22	Â	Â	Â	Â	Â	04/23/2002	10/23/2011	Common Stock	1,000
Options to buy common stock (3)	\$ 35.81	Â	Â	Â	Â	Â	04/23/2003	10/23/2012	Common Stock	2,000
Options to buy common stock (3)	\$ 43.12	Â	Â	Â	Â	Â	04/28/2004	10/28/2013	Common Stock	2,000
Options to buy common stock (3)	\$ 46.7	Â	Â	Â	Â	Â	02/05/2005	08/05/2014	Common Stock	2,000
Deferred stock units 1 for 1	Â	Â	Â	Â	Â	Â	(4)	(4)	Common Stock	7,367

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SHEEHAN JEREMIAH J 9201 FOREST HILL AVENUE Â X Â Â RICHMOND, VAÂ 23235

Signatures

Jeremiah J. Sheehan, by Terri L. Marks, Power of Attorney

04/26/2011

**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).
- 9,650 restricted stock shares were granted for service as a director. Transfer of shares is prohibited and the shares may be forfeited to the Company unless certain specified conditions are met. Also includes 1,700 restricted stock units and 38 dividend equivalent units earned on the restricted stock units. The restricted stock units vest on the third anniversary of the award date, however, payment will be delayed until certain restrictions are met.
- (2) acquired 4/1/10 through 3/31/11 in the Dividend Reinvestment Plan.
- (3) grant to director of options to buy shares of common stock under the Universal Corporation 2002 Executive Stock Plan.
- the deferred stock units are held under the Outside Directors' Deferred Income Plan. Each deferred stock unit will be settled in cash based upon a fixed date payout election or upon death, disability or termination of service, or earlier pursuant to the terms of the 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.

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