Brewer W Keith Form 5 April 28, 2011

#### **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 Brewer W Keith 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 \_ Officer (give title X 03/31/2011 Other (specify below) below) 9201 FOREST HILL AVENUE Executive VP & COO (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 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 41,383 (1) D Stock Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (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)				7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
stock appreciation rights (2)	\$ 62.66	Â	Â	Â	Â	Â	05/24/2008	05/24/2017	Common Stock	24,400 (2)
stock appreciation rights (2)	\$ 51.32	Â	Â	Â	Â	Â	05/28/2009	05/28/2018	Common Stock	17,800 (2)
stock appreciation rights (2)	\$ 35.3	Â	Â	Â	Â	Â	05/27/2010	05/27/2019	Common Stock	43,200 (2)
stock appreciation rights (2)	\$ 39.71	Â	Â	Â	Â	Â	06/08/2011	06/08/2020	Common Stock	26,800 (2)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b></b>	Director	10% Owner	Officer	Othe				
Brewer W Keith 9201 FOREST HILL AVENUE RICHMOND Â VAÂ 23235	Â	Â	Executive VP & COO	Â				

## **Signatures**

W. Keith Brewer, by Terri L. Marks, Power of Attorney 04/28/2011

\*\*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).
- includes 31,050 restricted stock units and 3,352 dividend units on the restricted stock units. The restricted stock units and the dividend (1) 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 Code Section 162(m) on the date of vesting.
- (2) after a 12 month period of the frant date, 1/3 total shares are exerciable and an additional 1/3 for each anniversary date after for 3 such periods.

Reporting Owners 2

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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.