

Paul Ray M Jr
 Form 4
 November 14, 2011

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 *
 Paul Ray M Jr

2. Issuer Name and Ticker or Trading Symbol
 UNIVERSAL CORP /VA/ [UVV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9201 FOREST HILL AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2011

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Subsidiary Officer

RICHMOND, VA 23235

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/11/2011 | 11/11/2011 | M | 10,532 A \$ 35.3 | 48,945 ⁽¹⁾ | D | |
| Common Stock | 11/11/2011 | 11/11/2011 | D | 9,038 D \$ 44.65 | 39,907 ⁽¹⁾ | D | |

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights ⁽²⁾ | \$ 35.3 | 11/11/2011 | 11/11/2011 | M | 10,532 | 05/27/2009 05/27/2019 | Common Stock 10,532 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Paul Ray M Jr 9201 FOREST HILL AVENUE RICHMOND, VA 23235 | | | Subsidiary Officer | |

Signatures

Ray M. Paul, Jr., by Terri L. Marks, Power of Attorney 11/14/2011

__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 13,600 restricted stock units and 1,238 dividend units 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 code section 162(m) on the date of vesting.
- (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 grant date, 1/3 of total shares are exercisable 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 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.