

UNIVEST CORP OF PENNSYLVANIA
 Form 4
 August 01, 2006

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 *
ACHELE WILLIAM S

2. Issuer Name and Ticker or Trading Symbol
UNIVEST CORP OF PENNSYLVANIA [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1401 RICKERT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, Chairman, Pres & CEO

PERKASIE, PA 18944

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON | 01/17/2006 | 01/17/2006 | G | 500 D \$ 24.75 | 56,963.599 (1) | D | |
| COMMON | 07/31/2006 | 08/03/2006 | A | 9,683 A \$ 11.8667 | 66,989.6163 (2) | D | |
| COMMON | | | | | 66,989.6163 (2) | D | |
| COMMON | | | | | 189,000 | I | Trustee - Deferred Salary Savings Plan |

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

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4) | 8. Title | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------|-------------------------------|
| STOCK OPTIONS | \$ 11.8667 | 07/31/2006 | 08/03/2006 | X | 2,343 | 12/31/2002 12/31/2006 | COMMON | 4,2 | |
| STOCK OPTIONS | \$ 11.8667 | 07/31/2006 | 08/03/2006 | F | 1,875 | 12/31/2002 12/31/2006 | COMMON | 1,8 | |
| STOCK OPTIONS | \$ 11.8667 | 07/31/2006 | 08/03/2006 | X | 7,340 | 12/31/2002 12/31/2006 | COMMON | 21,0 | |
| STOCK OPTIONS | \$ 11.8667 | 07/31/2006 | 08/03/2006 | F | 13,754 | 12/31/2002 12/31/2006 | COMMON | 13,7 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| AICHELE WILLIAM S 1401 RICKERT ROAD PERKASIE, PA 18944 | X | | | Director, Chairman, Pres & CEO |

Signatures

Wallace H. Bieler 08/01/2006

**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).

(1)

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DOES INCLUDE 1,094.5990 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

- (2) DOES INCLUDE 1,437.6163 SHARES ACQUIRED ON OR AFTER AUGUST 15, 1996 THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.

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.