

UNIVEST CORP OF PENNSYLVANIA
 Form 4
 February 10, 2005

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 *
 ANDERS MARVIN A

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)
 287 HIGHLAND AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2005

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

SOUDERTON, PA 18964
 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON	02/09/2005	02/14/2005	A		2,188	A	\$ 42.455
							38,266.9917 (1)
COMMON	02/09/2005	02/14/2005	A		4,688	A	\$ 42.455
							42,954.9917 (1)
COMMOM	02/09/2005	02/14/2009	A		3,126	A	\$ 42.455
							46,080.9917 (1)
COMMON	02/09/2005	02/14/2009	A		1,760	A	\$ 42.455
							47,840.9917 (1)
COMMON							47,840.9917 (1)

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COMMON	24,198	I	Spouse
COMMON	126,000	I	Trustee - Deferred Salary Savings Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTIONS	\$ 19.4286	02/09/2005	02/14/2005	X	2,188	12/31/2001	12/31/2005	COMMON	7,463
STOCK OPTIONS	\$ 17.8	02/09/2005	02/14/2005	X	4,688	12/31/2002	12/31/2006	COMMON	9,375
STOCK OPTIONS	\$ 28.28	02/09/2005	02/14/2005	X	3,126	12/31/2003	12/31/2007	COMMON	9,375
STOCK OPTIONS	\$ 32.424	02/09/2005	02/14/2005	X	1,760	12/31/2004	12/31/2008	COMMON	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERS MARVIN A 287 HIGHLAND AVENUE SOUDERTON, PA 18964	X			

Signatures

Wallace H.
Bieler

02/10/2005

__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) DOES INCLUDE 4,916.9917 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.