

UNIVEST CORP OF PENNSYLVANIA  
 Form 4  
 February 01, 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 \*  
**HOCHSTETLER KENNETH D**

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)  
**318 HIGHLAND AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/31/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Executive VP**

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common	01/31/2011	01/31/2011	F	198 <sup>(1)</sup>	D \$ 17.24	20,484.737 <sup>(2)</sup> <sup>(3)</sup>	D
Common Stock (Restricted shares subject to vesting)	01/31/2011		A	3,750	A \$ 0	24,234.737 <sup>(2)</sup> <sup>(4)</sup>	D
Common						24,234.737 <sup>(2)</sup> <sup>(4)</sup>	D



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(3) DOES INCLUDE 9,134 SHARES OF RESTRICTED STOCK.

(4) DOES INCLUDE 12,884 SHARES OF RESTRICTED STOCK.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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