

UNIVERSAL CORP /VA/

Form 5

April 26, 2011

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
ADAMS JOHN B JR

(Last) (First) (Middle)

9201 FOREST HILL AVENUE

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
UNIVERSAL CORP /VA/ [UVV]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
03/31/20114. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

RICHMOND, VA 23235

☒ 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<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |               | 5. Amount<br>of Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|------------------|---------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                                 |                                         |                                                             |                                         | Amount                                                                     | (A)<br>or<br>(D) | Price         |                                                                                                                    |                                                                            |                                                                   |
| Restricted Stock<br>and Restricted<br>Stock Units               | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                | Â             | 10,688                                                                                                             | D <u>(1)</u>                                                               | Â                                                                 |
| Common Stock                                                    | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                | Â             | 300                                                                                                                | D                                                                          | Â                                                                 |
| Common<br>Stock-Dividend<br>Reinvestment<br>Plan <sup>(2)</sup> | 03/31/2011                              | Â                                                           | I                                       | 453                                                                        | A                | \$ <u>(2)</u> | 1,543                                                                                                              | D <u>(2)</u>                                                               | Â                                                                 |

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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.**

SEC 2270  
(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) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Options to buy Common Stock <sup>(3)</sup> | \$ 43.12                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 04/28/2004                                               | 10/28/2013      | Common Stock                                                  | 2,000                      |
| Options to buy Common Stock <sup>(3)</sup> | \$ 46.7                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | 02/05/2005                                               | 08/05/2014      | Common Stock                                                  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| ADAMS JOHN B JR<br>9201 FOREST HILL AVENUE<br>RICHMOND, VA 23235 | Â X Â Â Â                        |

## Signatures

John B. Adams, Jr. by Terri L. Marks, Power of Attorney 04/26/2011

\_\_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).
- (1) 8950 restricted stock shares were granted for service as a director. Transfer of shares is prohibited and the shares may be forfeited to the Company unless certain specified conditions are met. Also includes 1,700 restricted stock units and 38 dividend equivalent units earned on the restricted stock units. The restricted stock units vest of the third anniversary of the award date, however,

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payment will be delayed until certain restrictions are met.

- (2) shares acquired from 4/1/10 through 3/31/11 in the dividend reinvestment plan
- (3) options issued under Universal Corporation 2002 Executive Stock Plan for non-employee directors

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.