

UNIVERSAL CORP /VA/  
Form 5  
May 09, 2006

**FORM 5**

**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).  
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

1. Name and Address of Reporting Person \*  
**ROPER HARTWELL H**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**1501 N HAMILTON STREET**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**03/31/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice President & CFO**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**RICHMOND, VA 23230**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2006	Â	I	953 (1) A \$ (1) 76,645 (1)	D	Â	
Common Stock-ESPP	03/31/2006	Â	I	1,315 (2) A \$ (2) 21,338	I (3)	Employee stock purchase plan	

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

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SEC 2270 (9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
phantom stock units 1 for 1 <sup>(4)</sup>	Â	03/31/2006	Â	A	90 Â	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Shares	90
Options to buy common stock <sup>(5)</sup>	\$ 43.08	Â	Â	Â	Â Â	06/17/2004	12/02/2009	Common Stock	31,475
Options to buy common stock <sup>(5)</sup>	\$ 47.28	Â	Â	Â	Â Â	12/17/2004	12/02/2009	Common Stock	27,782
Options to buy common stock <sup>(5)</sup>	\$ 47.28	Â	Â	Â	Â Â	12/17/2004	11/20/2007	Common Stock	30,688
Options to buy common stock <sup>(5)</sup>	\$ 48.21	Â	Â	Â	Â Â	06/17/2005	12/02/2009	Common Stock	2,206
Options to buy common stock <sup>(5)</sup>	\$ 48.21	Â	Â	Â	Â Â	06/17/2005	12/15/2007	Common Stock	10,288
Options to buy common stock <sup>(5)</sup>	\$ 48.21	Â	Â	Â	Â Â	06/17/2005	12/05/2012	Common Stock	53,403
Options to buy common	\$ 46.34	Â	Â	Â	Â Â	12/31/2005	05/23/2015	Common Stock	17,500

stock <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROPER HARTWELL H 1501 N HAMILTON STREET RICHMOND, VA 23230	Â	Â	Â Vice President & CFO	Â

## Signatures

Terri L. Marks, Power of Attorney for Hartwell H.  
Roper 08/09/2006

\_\_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) includes 953 shares previously owned in the stock purchase plan and 4,400 restricted stock units. The restricted stock 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 Section 162(m) on the date of vesting.
  - (2) includes 1315 shares acquired from 4/1/05 through 3/31/06 in the stock purchase plan
  - (3) shares held in the stock purchase plan
  - (4) the phantom stock units were acquired under the ULT supplemental stock purchase plan on a periodic basis during the fiscal year ended March 31, 2006. Each phantom stock unit will be settled in cash upon the earlier of death, disability or termination of employment.
  - (5) options issued under the executive stock plan

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