

UNIVERSAL CORP /VA/
Form 424B3
August 16, 2004

Filed pursuant to Rule 424(b)(3)

Registration No. 333-103155

PRICING SUPPLEMENT NO. 2

to the

Prospectus dated August 6, 2003

And the Prospectus Supplement dated October 1, 2003

Universal Corporation

\$400,000,000

Medium-Term Notes, Series C

The notes being purchased have the following terms:

PRINCIPAL AMOUNT: \$95,000,000

STATED MATURITY: September 1, 2011

SPECIFIED CURRENCY: U.S. Dollars

FIXED INTEREST RATE: 5.00% per annum

ORIGINAL ISSUE DATE: August 19, 2004

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TIME OF SALE: August 16, 2004

TIME OF DELIVERY: August 19, 2004

CUSIP: 91345H AU 9

PRICE TO PUBLIC: 99.343% per Note, plus accrued interest from and including the Original Issue Date, if any

AUTHORIZED DENOMINATIONS: Minimum denominations of \$1,000 and integral multiples thereof.

AGENTS: Wachovia Capital Markets, LLC and Deutsche Bank Securities Inc.

AGENTS COMMISSION: 0.600%

NET PROCEEDS TO UNIVERSAL CORPORATION: \$ 93,805,850 in the aggregate; 98.743% per Note

THIS OFFERING IS SUBJECT TO REOPENING AT A LATER TIME TO OFFER ADDITIONAL NOTES HAVING THE SAME TERMS AS THE NOTES BEING PURCHASED.

DEPOSITARY: DTC

FORM OF NOTE:

global registered book-entry form only: Yes

non-global form available: Upon certain events as described in the Prospectus

bearer note: No

REDEMPTION AND REPAYMENT: Not redeemable or repayable prior to stated maturity

SINKING FUND PROVISIONS: No sinking fund provisions

FIXED RATE NOTES:

annual rate: 5.00% per annum

interest payment dates: Each March 1 and September 1, commencing March 1, 2005

regular record date: Close of business on the 15th calendar day next preceding the interest payment date

DEFEASANCE AND COVENANT DEFEASANCE:

The Company may effect defeasance or covenant defeasance with respect to the Notes upon meeting certain conditions as set forth in the Indenture.

OTHER INFORMATION:

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved these securities or passed upon the adequacy or accuracy of the Prospectus, the Prospectus Supplement or this Pricing Supplement. Any representation to the contrary is a criminal offense.

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Terms used and not defined herein but defined in the Prospectus Supplement and Prospectus are used herein as therein defined.

UNIVERSAL CORPORATION

Pricing Supplement dated August 16, 2004