

FREEMAN GEORGE C III  
 Form 4/A  
 December 20, 2004

**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 \*  
**FREEMAN GEORGE C III**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1501 NORTH HAMILTON STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/17/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 General Counsel

**RICHMOND, VA 23230**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/17/2004**

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/17/2004		M	7,664 A \$ 35.67	0	D	
Common Stock	12/17/2004		F	5,671 D \$ 48.21	0	D	
Common Stock	12/17/2004		I	842 D \$ 48.21	0	D	
Common Stock	12/17/2004	12/17/2004	S	309 D \$ 49.06	6,510	D	
Common Stock-ESPP					2,016	I <sup>(1)</sup>	shares owned in the

Employee  
Stock  
Purchase  
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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(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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Options to buy Common Stock	\$ 35.67	12/17/2004	12/17/2004	M	7,664	06/05/2003 12/05/2012	Common Stock <sup>(2)</sup>	7,664
Options to buy Common Stock	\$ 48.21 <sup>(3)</sup>	12/17/2004		A	5,671	06/17/2005 12/05/2012	Common Stock <sup>(2)</sup>	5,671

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

FREEMAN GEORGE C III  
1501 NORTH HAMILTON STREET  
RICHMOND, VA 23230

General Counsel

## Signatures

Terri L. Marks, Power of Attorney for George C. Freeman, III

12/20/2004

\*\*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) Shares held in the Employee Stock Purchase Plan

(2) Options issued under the Executive Stock Plan

(3) correction in price of shares

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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