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FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title
Common Stock	\$26.875	10/23/96		(2)		1,000
Common Stock	\$37.875	10/29/97		(2)		1,000
Common Stock	\$37.125	10/28/98		(2)		1,000
Common Stock	\$21.8125	10/27/99		(2)		1,000
Common Stock	\$28.75	10/24/00		(2)		1,000
Common Stock	32.22	10/24/01		(2)		1,000
Deferred Stock Units 1 for 1			A	71.79604	(3) (3)	Common Stock 71.79604

Explanation of Responses:

(1) 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.
 (2) grant to Director of options to buy 1,000 shares of common stock under Universal Corporation 1994 Stock Option Plan for non-employee directors.
 (3) The deferred stock units were acquired under the UC outside directors deferred income plan on a periodic basis during the fiscal year ended 6/30/02. Each deferred stock unit will be settled in cash based upon a fixed date payout election or upon death, disability or termination of service, or

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earlier pursuant to the terms of the plan. the range of high and low market prices for the company's common stock on the dates the deferred stock units were credited is \$42.96 and \$38.97, respectively.

signature on file, filed electronically

August 8, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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