

OMB APPROVAL	
OMB Number:	3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WHELAN KAREN M L</u> (Last) (First) (Middle) 1501 N HAMILTON STREET (Street) RICHMOND VA 23230 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL CORP VA [UVV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Treasurer</p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year) 02/20/2004		

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	02/18/2004	02/18/2004	M		3,000	A	\$38.7	0	D	
Common Stock	02/19/2004	02/19/2004	M		895	A	\$38.7	0	D	
Common Stock	02/18/2004 ⁽³⁾	02/18/2004 ⁽³⁾	F		2,487	D	\$49.26	0	D	
Common Stock	02/19/2004 ⁽³⁾	02/19/2004 ⁽³⁾	F		682	D	\$49.3824	0	D	
Common Stock	02/18/2004	02/18/2004	I		187	D	\$49.35	0	D	
Common Stock	02/19/2004	02/19/2004	I		63	D	\$49.48	30,261	D	
Common Stock								2,009	I ⁽¹⁾	shares held in the ESPP

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Options to buy Common Stock	\$38.7	02/18/2004	02/18/2004	M		3,000	12/17/2002	12/01/2004	Common Stock ⁽²⁾	3,000	\$38.7	895	D	
Options to buy Common Stock	\$38.7	02/19/2004	02/19/2004	M		895	12/17/2002	12/01/2004	Common Stock ⁽²⁾	895	\$38.7	0	D	

Explanation of Responses:

- 1. shares held in the Employee Stock Purchase Plan
- 2. options issued under the Executive Stock Plan
- 3. corrected dated from 2002 to 2004

Karen M. L. Whelan, by Teri L. Marks, Power of Attorney 02/20/2004

** Signature of Reporting Person Date

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

* 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).

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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