SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Repo Broadwater Steven J		_	0	Symbol <u>UP INC /DE/</u> [Owner r (specify				
(Last) (First) 225 W. WASHINGTON	(Middle) STREET		e of Earliest Transa 1/2013	ction (Month/	Day/Year)		SVP & Chief Accounting Offi		,			
(Street) INDIANAPOLIS IN (City) (State)	4. If A	mendment, Date of	Original Filed	(Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature			

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Disposed Of					of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	03/21/2013		S		775	D	\$158.53	3,686	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 7. Title and 8. Price of Derivative 3. Transaction 3A. Deemed 4 5. Number 9. Number of 10. 11. Nature Expiration Date (Month/Day/Year) Conversion Execution Date Transaction Amount of derivative Ownership of Indirect Date of (Month/Dav/Year) Derivative Securities or Exercise if anv Code (Instr. Security Securities Form: Beneficial Price of (Month/Day/Year) 8) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) Derivative Acquired Derivative Owned or Indirect

	Security				(A) or Disposed of (D) (Instr. 3, 4 and 5)				Security (Instr. 3 and 4)		Following Reported Transaction(s) (Instr. 4)		(I) (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Title of

Derivative

(Instr. 3)

Steven K. Broadwater, and his attorney-in-fact, Shelly Doran

03/21/2013

** 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.

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 Number.