Heyman Raymond S Form 4 April 29, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

(State)

(Zip)

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(b).

(City)

| 1. Name and Address of Reporting Person ** Heyman Raymond S | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|----------|----------|--|---|--|--|
| | | | UNISOURCE ENERGY CORP [UNS] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | Director 10% Owner Nother (give title Other (specification) | | |
| 1 S. CHURCH AVENUE, SUITE 201 | | | 04/28/2011 | below) below) Sr Vice Pres & Gen Counsel | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| TUCSON, AZ 85701 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| Table I - Non-Derivative | Securities Aco | mired. Dist | nosed of, or | Reneficially | Owned |
|---------------------------|----------------|-------------|--------------|--------------|-------|
| Table 1 - Muli-Delivative | Securities Acq | un cu, Dis | Juscu di, di | Denenciany | Owncu |

| 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. Securit or(A) or Di (Instr. 3, | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|---|---|---|---|--------|-------------|--|--|---|
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 04/28/2011 | | M | 28,236 | A | \$ 26.18 | 46,668 | D | |
| Common Stock | 04/28/2011 | | S | 28,236 | D | \$ 37 | 18,432 | D | |
| Common Stock | 04/28/2011 | | M | 21,773 | A | \$ 26.11 | 40,205 | D | |
| Common Stock | 04/28/2011 | | S | 21,773 | D | \$ 37 | 18,432 | D | |
| Common Stock | | | | | | | 6,237.63 | I | By 401(k) Plan |

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

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SEC 1474

(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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 26.18 | 04/28/2011 | | M | 28,236 | <u>(1)</u> | 02/27/2018 | Common Stock | 28,236 |
| Employee Stock Option (right to buy) | \$ 26.11 | 04/28/2011 | | M | 21,773 | <u>(2)</u> | 02/12/2019 | Common Stock | 21,773 |

Reporting Owners

| Reporting Owner Name / Address | Keiauonsnips | | | | |
|--------------------------------|--------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |

Heyman Raymond S 1 S. CHURCH AVENUE SUITE 201 TUCSON, AZ 85701

Sr Vice Pres & Gen Counsel

Signatures

Amy J. Welander, Attorney 04/29/2011

**Signature of Reporting Person Date

Reporting Owners 2

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) The options vested in 3 equal installments on February 27, 2009, 2010 and 2011.
- (2) The options vested/will vest in 3 equal installments on February 12, 2010, 2011 and 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.