MILLER DAVID K

Form 4

January 19, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MILLER DAVID K

2. Issuer Name and Ticker or Trading

Symbol

UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

20410 N. 19TH AVENUE, SUITE

(Street)

(State)

200

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

01/17/2006

6. Individual or Joint/Group Filing(Check

Sr VP of Sales

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

tive Committee Assuin

PHOENIX, AZ 85027

(City)

	(,)	()	Tab	ities Acqui	s Acquired, Disposed of, or Beneficially Owned					
	1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) Transactiomr Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
	(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
			(Month/Day/Year)	(Instr. 8)			Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
					(A)		Reported	(I)		
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
	Common			Code V	Amount (D)	Price	`			
St \$0	Common Stock, \$0.0001	01/17/2006		S	20,000 D	\$ 31.712	46,037	D		
	par value									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date	Expiration		umber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MILLER DAVID K 20410 N. 19TH AVENUE **SUITE 200** PHOENIX, AZ 85027

Sr VP of Sales

Signatures

/s/ David K. 01/19/2006 Miller

**Signature of Date Reporting Person

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).
- The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on or about December 15, 2005.

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.

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