

UNIVERSAL TECHNICAL INSTITUTE INC

Form 4

October 19, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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. Name and Address of Reporting Person *
Freed Chad Allen

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)

20410 N. 19TH AVE, SUITE 200

(Street)

PHOENIX, AZ 85027

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

10/15/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

General Counsel, SVP Bus Dev

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 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)
Common Stock, \$0.0001 par value	10/15/2009		M	6,475 (1)	A \$ 12.75 30,566	D	
Common Stock, \$0.0001 par value	10/15/2009		S	4,341	D \$ 20.249 26,225	D	
Common Stock, \$0.0001 par value	10/15/2009		S	6,475	D \$ 20.259 19,750	D	

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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. 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 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)	\$ 12.75	10/15/2009		M	6,475	06/03/2009 06/03/2015	Common Stock, \$0.0001 par value 6,475

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Freed Chad Allen 20410 N. 19TH AVE SUITE 200 PHOENIX, AZ 85027	General Counsel, SVP Bus Dev

Signatures

/s/ Chad A. Freed 10/16/2009

__Signature of Reporting Person Date

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on or about September 11, 2009.

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(2) Listed price is based on an average stock price with the price ranging between \$20.075 - \$20.75.

(3) Listed price is based on an average stock price with the price ranging between \$20.08 - \$20.75.

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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