

MCWATERS KIMBERLY J

Form 4

March 21, 2012

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCWATERS KIMBERLY J

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)

16220 N. SCOTTSDALE
ROAD, SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

SCOTTSDALE, AZ 85254

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.0001 par value	03/19/2012		M		12,700	A \$ 4.397	247,494 D
Common Stock, \$0.0001 par value	03/19/2012		S		12,700 (1)	D \$ 13.603 (2)	234,794 D
Common Stock, \$0.0001	03/20/2012		M		12,742	A \$ 4.397	247,536 D

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par value

Common

Stock,

\$0.0001

03/20/2012

S

12,742

(1)

D

\$

13.443

234,794

D

par value

Common

Stock,

\$0.0001

707

I

Spouse

par value

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)	\$ 4.397	03/19/2012		M		12,700		04/02/2003	04/02/2012	Common Stock, \$0.0001 par value	12,700
Employee Stock Option (Right To Buy)	\$ 4.397	03/20/2012		M		12,742		04/02/2003	04/02/2012	Common Stock, \$0.0001 par value	12,742

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
MCWATERS KIMBERLY J 16220 N. SCOTTSDALE ROAD	X		Chief Executive Officer

SUITE 100
SCOTTSDALE, AZ 85254

Signatures

/s/ Kimberly J.

McWaters

03/21/2012

__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 August 2, 2011.
- (2) Listed price is based on an average stock price with the price ranging between \$13.36 - \$13.76.
- (3) Listed price is based on an average stock price with the price ranging between \$13.38 - \$13.63.

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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