

UNIVERSAL TECHNICAL INSTITUTE INC  
 Form 4  
 January 09, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 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)  
 20410 N. 19TH AVENUE, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2003

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, Chief Exec Officer

PHOENIX, AZ 85027

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 (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					12,171	D	
Common Stock <sup>(1)</sup>	06/15/2006		A		140	A	(2) 140
						I	Owned by spouse

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

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SEC 1474 (9-02)

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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 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)	\$ 4.4							04/03/2003	04/03/2012	Common Stock	310,842
Employee Stock Option (right to buy)	\$ 20.5							12/17/2004	12/17/2013	Common Stock	157,240
Employee Stock Option (right to buy)	\$ 38.46							02/16/2006	02/16/2015	Common Stock	65,000
Employee Stock Option (right to buy)	\$ 23.25							06/15/2007	06/15/2016	Common Stock	52,500
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 20.5	12/17/2003 <sup>(3)</sup>		A		1,200		12/17/2004	12/17/2013	Common Stock	1,200
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 38.46	02/16/2005 <sup>(4)</sup>		A		400		02/16/2006	02/16/2015	Common Stock	400
Employee Stock Option (right to	\$ 23.25	06/15/2006 <sup>(5)</sup>		A		700		06/15/2007	06/15/2016	Common Stock	700

buy) <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCWATERS KIMBERLY J 20410 N. 19TH AVENUE SUITE 200 PHOENIX, AZ 85027	X		President, Chief Exec Officer	

## Signatures

Kimberly N. McWaters	01/04/2007
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<u>  </u> Signature of Reporting Person	Date
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## 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) Due to administrative errors, the reporting person's husband's holdings were omitted from previous filings.
- (2) The restricted stock will vest in four equal installments beginning on June 15, 2007.
- (3) Options for 100 shares vested fully on December 17, 2004. The remaining 1,100 option shares vest and become exercisable in 4 annual installments beginning December 17, 2004.
- (4) The option becomes exercisable in 4 annual installments beginning February 16, 2006.
- (5) The option becomes exercisable in 4 annual installments beginning June 15, 2007.

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.