

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 May 31, 2007

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 *
 WHITE JOHN C

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)
 05/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock, \$0.0001 par value	05/29/2007		D	(1)	42,973	A	\$ 23.27	2,464,675	I	Whites' Family Co. LLC
Common Stock, \$0.0001 par value								18,055	D	
Common Stock, \$0.0001								107,314	I	White 1989 Family

par value

Trust

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.63					02/28/2008 02/28/2017	Common Stock	7,400
Employee Stock Option (Right to Buy)	\$ 20.5					12/17/2004 12/17/2013	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 20.5					12/17/2004 12/17/2013	Common Stock	102,141
Employee Stock Option (Right to Buy)	\$ 38.46					02/16/2006 02/16/2015	Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 23.25					06/15/2007 06/15/2016	Common Stock	24,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE JOHN C 20410 N. 19TH AVENUE SUITE 200 PHOENIX, AZ 85027	X		Chairman of the Board	

Signatures

/s/ Chad A. Freed Attorney-in-Fact for John C.

White

05/30/2007

__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).

Represents shares transferred by Whites' Family Company, LLC to White Family Trust dated September 5, 1997 in partial satisfaction of
(1) a debt incurred pursuant to a loan agreement. The reporting person does not beneficially own shares of UTI common stock held by White Family Trust dated September 5, 1997.

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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