

UNIVERSAL TECHNICAL INSTITUTE INC

Form 4/A

October 09, 2013

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
Smith Sherrell

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)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2013

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

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/09/2013

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.0001 par value	09/05/2013		A		16,667 (1) (2)	A \$ 0 53,570 (2)	D
Common Stock, \$0.0001 par value	09/05/2013		A		9,375 (2) (3)	A \$ 0 25,742 (2)	I 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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith Sherrell 16220 N. SCOTTSDALE ROAD SUITE 100 SCOTTSDALE, AZ 85254	SVP Operations

Signatures

/s/ Sherrell
Smith 10/09/2013

 **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 Board of Directors approved the grant on September 5, 2013. The restricted stock units vest in four equal annual installments.

Due to an administrative error in the calculation of the restricted stock units awarded on 9/5/13, the numbers of restricted stock units reported in the Form 4 filed on 9/9/13 were incorrect. This Amendment is filed (i) to correct the numbers of restricted stock units awarded to the reporting person and the reporting person's spouse reported in Column 4; (ii) to make the related corrections to the amounts in

(2) Column 5 for the reported transactions; and (iii) to make the related corrections to the total numbers of shares held directly or indirectly, as applicable, following any transactions that occurred after 9/9/13 and before the date of this Amendment, as reported in Column 5 of Table I of the related Form 4 filings. The amounts in Column 5 of this Amendment are as of the transaction date and following the respective grants; they do not give effect to any transactions or filings subsequent to 9/9/13.

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- (3) The Board of Directors approved the grant to Mr. Smith's spouse on September 5, 2013. The restricted stock units vest in four equal annual installments.

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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