

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 December 08, 2004

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 *
 EISENSON MICHAEL R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/06/2004

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

CHARLESBANK CAPITAL PARTNERS, LLC, 600 ATLANTIC AVENUE 26TH FLOOR

(Street)

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

BOSTON, MA 02110-2203

(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)
Common Stock	12/06/2004		S	419,075 (1) D	\$ 35.25 918,186 (2) (3) (4)	I (2) (3) (4)	See Footnotes (2) (3) (4)

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISENSON MICHAEL R CHARLESBANK CAPITAL PARTNERS, LLC 600 ATLANTIC AVENUE 26TH FLOOR BOSTON, MA 02110-2203	X			

Signatures

/s/ Tami E. Nason, Attorney-in-Fact of the Reporting Person
Date: 12/08/2004

__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) Total shares disposed of represent 362,454 shares held by Charlesbank Equity Fund V, Limited Partnership, 50,984 shares held by CB Offshore Fund V, L.P., 5,183 shares held by Charlesbank Equity Coinvestment Fund V, Limited Partnership and 454 by Charlesbank Coinvestment Partners, Limited Partnership.
- (2) Michael R. Eisenson is a non-employee director of the Issuer and is also a managing director and Chief Executive Officer of Charlesbank Capital Partners, LLC, which is the general partner of Charlesbank Equity Fund V GP, Limited Partnership, and Charlesbank Coinvestment Partners, Limited Partnership. Charlesbank Equity Fund V GP, Limited Partnership is the general partner of Charlesbank Equity Fund V, Limited Partnership, CB Offshore Fund V, L.P., and Charlesbank Equity Coinvestment Fund V, Limited Partnership.
- (3) In addition to Michael R. Eisenson, Kim G. Davis, Andrew S. Janower, Tim R. Palmer and Mark A. Rosen (collectively, the "Managing Directors") are managing directors of Charlesbank Capital Partners, LLC. The Managing Directors have shared voting and investment power with respect to the shares of Common Stock held by Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund V, L.P., Charlesbank Equity Coinvestment Fund V, Limited Partnership and Charlesbank Coinvestment Partners, Limited Partnership (together with Charlesbank Capital Partners LLC, and Charlesbank Equity Fund V GP, Limited Partnership, the "Charlesbank Entities").
- (4) The Managing Directors and the Charlesbank Entities may be deemed to share beneficial ownership of the shares of Common Stock, or portions thereof, and each of them disclaims his or its beneficial ownership, other than his or its pecuniary interest, therein. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), this filing shall not be deemed an admission that

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any of them is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities of the issuer in excess of his or its pecuniary interest therein.

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.