#### MCWATERS KIMBERLY J

Form 4

March 03, 2008

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

\$0.0001 par value

MCWATERS KIMBERLY J Symbol UNIV			Symbol UNIVE	2. Issuer Name <b>and</b> Ticker or Trading mbol NIVERSAL TECHNICAL NSTITUTE INC [UTI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 20410 N. 19 200	(First) (1	(1	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2008			X Director 10% Owner X Officer (give title Other (specify below) below)  President, Chief Exec Officer					
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
PHOENIX, AZ 85027								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deeme Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, \$0.0001 par value	02/28/2008			F	42	D	\$ 12.76	483	I	Owned by Spouse	
Common Stock,								26.842	D		

26,842

D

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

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SEC 1474 (9-02)

## $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber 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)	\$ 23.63					02/28/2008	02/28/2017	Common Stock	9,300
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	157,140
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	\$ 20.5					12/17/2004	12/17/2013	Common Stock	100

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(Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 20.5	12/17/2004	12/17/2013	Common Stock	1,100
Employee Stock Option (Right to Buy)	\$ 38.46	02/16/2006	02/16/2015	Common Stock	400
Employee Stock Option (Right to Buy)	\$ 23.25	06/15/2007	06/15/2016	Common Stock	700
Employee Stock Option (Right to Buy)	\$ 4.4	04/02/2003	04/02/2012	Common Stock	310,842

## **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 J.
McWaters

\*\*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).

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.

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