

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock						12,171	D
Common Stock <sup>(1)</sup>	06/15/2006		A	140	A	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

