

UNIVERSAL TECHNICAL INSTITUTE INC

Form 5

November 14, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Smith Sherrell

(Last) (First) (Middle)

20410 NORTH 19TH
AVENUE, SUITE 200

(Street)

PHOENIX, AZ 85027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolUNIVERSAL TECHNICAL
INSTITUTE INC [UTI]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
09/30/20074. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP of Operations

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.0001 Par Value	06/15/2007	Â	F4	214 D \$ 23.99	47,113	D	Â
Common Stock, \$0.0001 Par Value	09/01/2007	Â	F4	101 D \$ 18.02	47,012	D	Â

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Common Stock, \$0.0001 Par Value	06/15/2007	Â	F4	91	D	\$ 23.99	5,275	I	Owned by Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right To Buy)	\$ 23.63	Â	Â	Â	Â Â	02/28/2008	02/28/2017	Common Stock	2,800
Employee Stock Option (Right to Buy)	\$ 20.5	Â	Â	Â	Â Â	12/17/2013	12/17/2013	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 20.5	Â	Â	Â	Â Â	12/17/2004	12/17/2013	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 38.46	Â	Â	Â	Â Â	02/16/2006	06/15/2016	Common Stock	12,000
Employee Stock Option	\$ 23.25	Â	Â	Â	Â Â	06/15/2007	06/15/2016	Common Stock	11,000

(Right To
Buy)

Employee

Stock

Option

\$ 18.22

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09/01/2007

09/01/2016

Common
Stock

5,500

(Right To
Buy)

Employee

Stock

Option

\$ 20.5

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Â

Â

Â

12/17/2004

12/17/2013

Common
Stock

100

(Right To
Buy)

Employee

Stock

Option

\$ 20.5

Â

Â

Â

Â

Â

Â

12/17/2004

12/17/2013

Common
Stock

3,500

(Right To
Buy)

Employee

Stock

Option

\$ 38.46

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Â

02/16/2006

02/16/2016

Common
Stock

600

(Right To
Buy)

Employee

Stock

Option

\$ 23.25

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06/15/2007

06/15/2016

Common
Stock

4,100

(Right to
Buy)

Employee

Stock

Option

\$ 22.21

Â

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Â

Â

Â

12/11/2007

12/11/2016

Common
Stock

1,000

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Sherrell 20410 NORTH 19TH AVENUE SUITE 200 PHOENIX, AZ 85027	Â	Â	Â Sr. VP of Operations	Â

Signatures

/s/ Sherrell
Smith

11/13/2007

__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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.