

Crain Richard  
Form 4  
March 08, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Crain Richard

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP of Marketing

(Last) (First) (Middle)  
20410 NORTH 19TH AVENUE, SUITE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/05/2010

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.0001 par value	03/05/2010		M		5,225	A	\$ 12.75
					24,520		
Common Stock, \$0.0001 par value	03/05/2010		M		1,223	A	\$ 11.41
					25,743		
Common Stock, \$0.0001	03/05/2010		S		1,742	D	\$ 25.759
							(1)

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par value

Common Stock, \$0.0001 par value	03/05/2010	S	5,225	D	\$ 25.817 (2)	18,776	D
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Common Stock, \$0.0001 par value	03/05/2010	S	1,223	D	\$ 25.899 (3)	17,553	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)
						Date Exercisable      Expiration Date	Title      Amount or Number of Shares
				Code    V    (A)    (D)			
Employee Stock Option (Right To Buy)	\$ 11.41	03/05/2010		M	1,223	02/25/2010    02/25/2016	Common Stock, \$0.0001 par value    1,223
Employee Stock Option (Right To Buy)	\$ 12.75	03/05/2010		M	5,225	06/03/2009    06/03/2015	Common Stock, \$0.0001 par value    5,225

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Crain Richard  
20410 NORTH 19TH AVENUE  
SUITE 200  
PHOENIX, AZ 85027

Sr. VP of Marketing

## Signatures

/s/ Brian K. Udall, Attorney-in-fact for Richard  
Crain

03/08/2010

\_\_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) Listed price is based on an average stock price with the price ranging between \$25.75 - \$25.76.
  - (2) Listed price is based on an average stock price with the price ranging between \$25.70 - \$25.94.
  - (3) Listed price is based on an average stock price with the price ranging between \$25.87 - \$25.91.

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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