

Marsch Susan  
Form 4  
March 03, 2009

**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 \*  
Marsch Susan

(Last) (First) (Middle)

C/O UTSTARCOM, INC., 1275  
HARBOR BAY PARKWAY

(Street)

ALAMEDA, CA 64502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UTSTARCOM INC [UTSI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2009

4. 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)  
SVP and General Counsel

6. Individual or Joint/Group Filing(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 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	02/27/2009		M		10,000	A	\$ 0
Common Stock	02/27/2009		M		30,000	A	\$ 0
Common Stock	03/02/2009		S		2,565	D	0.93
							<u>(6)</u>
Common Stock	03/03/2009		S		5,077	D	0.78
							<u>(7)</u>

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

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(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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	(1)	02/27/2009		A	33,333	(2) (2)	Common Stock 33,333
Restricted Stock Units	(1)	02/27/2009		A	66,667	(3) (3)	Common Stock 66,667
Restricted Stock Units	(1)	02/27/2009		M	10,000	(4) (4)	Common Stock 10,000
Restricted Stock Units	(1)	02/27/2009		M	30,000	(5) (5)	Common Stock 30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marsch Susan C/O UTSTARCOM, INC. 1275 HARBOR BAY PARKWAY ALAMEDA, CA 64502			SVP and General Counsel	

## Signatures

Susan Marsch 03/03/2009  
 \*\*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) Each restricted stock unit represents a contingent right to receive one share of UTStarcom stock.
- (2) The restricted stock units vest in installments beginning: 25% on February 26, 2010; and annually thereafter.
- (3) The restricted stock units vest as follows: 50% of the shares shall vest on February 26, 2010 and February 28, 2011, subject to Ms. Marsch's continued service to the Company through each applicable vesting date.
- (4) The restricted stock units vest as to 10,000 shares on each of February 27, 2009, February 26, 2010 and February 28, 2011.
- (5) The restricted stock units vest as to 25% of the shares on each of February 27, 2009, February 26, 2010, February 28, 2011 and February 29, 2012.

The 2,565 shares were sold through separate trades, with the sale prices ranging from \$0.860 to \$1.00, and at a weighted average sale price of \$.9292. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate purchase price.

- (7) The 5,077 shares were sold through separate trades, with the sale prices ranging from \$0.750 to \$0.862, and at a weighted average sale price of \$0.7773. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate purchase price.

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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