

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 5
 November 14, 2007

FORM 5

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).
 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Chief Exec Officer

20410 N. 19TH AVENUE, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PHOENIX, AZ 85027

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 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)
				Amount	(A) or (D)	Price			
Common Stock, \$0.0001 Par Value	06/15/2007		F4	929	D	\$ 23.99	26,842	D	
Common Stock, \$0.0001 Par Value	06/15/2007		F4	15	D	\$ 23.99	525	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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(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	9,300
Employee Stock Option (Right to Buy)	\$ 20.5	Â	Â	Â	Â	Â	12/17/2004	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	157,140
Employee Stock Option (Right to Buy)	\$ 38.46	Â	Â	Â	Â	Â	02/16/2006	02/16/2015	Common Stock	65,000
Employee Stock Option (Right To Buy)	\$ 23.25	Â	Â	Â	Â	Â	06/15/2007	06/15/2016	Common Stock	52,500
Employee Stock Option (Right to	\$ 20.5	Â	Â	Â	Â	Â	12/17/2004	12/17/2013	Common Stock	1,100

Buy)

Employee
Stock
Option
(Right to
Buy)

\$ 38.46

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02/16/2006

02/16/2015

Common
Stock

400

Employee
Stock
Option
(Right to
Buy)

\$ 23.25

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06/15/2007

06/15/2016

Common
Stock

700

Employee
Stock
Option
(Right to
Buy)

\$ 4.4

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04/02/2003

04/02/2012

Common
Stock

310,842

Employee
Stock
Option
(Right to
Buy)

\$ 20.5

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^

^

12/17/2004

12/17/2013

Common
Stock

100

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

/s/ Kimberly J.
McWaters

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).

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