

UNIVERSAL ELECTRONICS INC

Form 4

February 16, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FIREHAMMER RICHARD A JR

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL ELECTRONICS INC [UEIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 EAST SANDPOINTE, 8TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

(Street)
SANTA ANA, CA 92707

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/12/2016		M	390 ⁽¹⁾ A \$ 0	3,779	D	
Common Stock	02/12/2016		F	140 ⁽²⁾ D 47.565 ⁽³⁾	3,639	D	
Common Stock	02/13/2016		M	716 ⁽⁴⁾ A \$ 0	4,355	D	
Common Stock	02/13/2016		F	258 ⁽²⁾ D 47.565 ⁽³⁾	4,097	D	

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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 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)	8. Price or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(5)	02/12/2016		M	390	(6) (6)	Common Stock	390 \$ 0
Restricted Stock Unit	(5)	02/13/2016		M	716	(6) (6)	Common Stock	716 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIREHAMMER RICHARD A JR 201 EAST SANDPOINTE 8TH FLOOR SANTA ANA, CA 92707			Senior Vice President	

Signatures

/s/Richard A. Firehammer, Jr. 02/16/2016

**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) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 4, 2013 and ratified by the Board of Directors on February 12-13, 2014.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.

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- (3) Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- (4) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on February 4, 2013 and ratified by the Board of Directors on February 13-14, 2013.
- (5) Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- (6) The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.

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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