

WHITE JOHN C  
Form 4  
September 17, 2009

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHITE JOHN C**

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)  
**20410 N. 19TH AVENUE, SUITE  
200**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/15/2009**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chairman of the Board

(Street)

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

**PHOENIX, AZ 85027**

(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, \$0.0001 par value	09/15/2009 <sup>(1)</sup>		A		15,400	A	\$ 0
Common Stock, \$0.0001 par value					51,880	D	
Common Stock, \$0.0001 par value					2,464,675	I	Whites' Family Company LLC
Common Stock, \$0.0001 par					107,314	I	White 1989 Family Trust

value

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	09/15/2009 <sup>(2)</sup>		A		3,845		11/15/2010	11/15/2012	Common Stock, \$0.0001 par value	3,845

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE JOHN C 20410 N. 19TH AVENUE SUITE 200 PHOENIX, AZ 85027	X	X	Chairman of the Board	

## Signatures

/s/ John C.  
White

09/17/2009

\*\*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) Restrictions on the shares of restricted stock lapse ratably over four years.

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- Each Performance Share represents a contingent right to receive one share of Universal Technical Institute, Inc. common stock. The Performance Shares vest upon achievement of certain performance criteria based on total shareholder return, with measurement periods
- (2) on each of September 30, 2010, September 30, 2011 and September 30, 2012. Performance Shares will vest on each of November 15, 2010, November 15, 2011 and November 15, 2012. The actual number of shares of common stock issued at the time of vesting can range from 0% to 200% depending on the total shareholder return achieved in each specific measurement period.

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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