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UNIVERSAL TECHNICAL INSTITUTE INC

Form 4

value

September 08, 2014

FORM	1 1									PPROVAL
Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti See Instru 1(b).	6. Filed purs Section 17(a	CHANGES IN BENEFICIAL OWN SECURITIES ection 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 194					e Act of 1934, f 1935 or Sectio	Expires: Estimated a burden hou response	rs per	
(Print or Type R	desponses)									
1. Name and Ad Smith Sherre	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) 16220 N. SC ROAD, SUI	3. Date of Earliest Transaction (Month/Day/Year) 09/04/2014					Director 10% Owner Symbol Owner Other (specify below) SVP Operations				
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SCOTTSDA	LE, AZ 85254							Person	Tore than one re	porting
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acq	quired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock, \$0.0001 par value	09/04/2014			Code V A	Amount 16,065 (1)	(D)	Price	68,708	D	
Common Stock, \$0.0001 par								24,765	I	spouse

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	- 1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amou	ınt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired]
					(A) or]
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Evaluation		or		
							Expiration Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Smith Sherrell

16220 N. SCOTTSDALE ROAD

SUITE 100

SCOTTSDALE, AZ 85254

Signatures

/s/ Chad A. Freed, attorney-in-fact for Sherrell Smith

09/08/2014

Date

SVP Operations

**Signature of Reporting Person

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) The Board of Directors approved the grant on September 4, 2014. The restricted stock units vest in four equal annual installments.

Remarks:

Ex. 24 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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