

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 March 16, 2006

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 *
 EISENSON MICHAEL R

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)
 CHARLESBANK CAPITAL PARTNERS, LLC, 200 CLARENDON STREET, 54TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 BOSTON, MA 02116

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2006		S		60,500 (1)	D	\$ 32.4526	248,106 (2) (3) (4)	I (2) (3) (4)	See footnotes (2) (3) (4)
Common Stock	03/06/2006		S		74,300 (1)	D	\$ 32.3146	173,806 (2) (3) (4)	I (2) (3) (4)	See footnotes (2) (3) (4)
Common Stock	03/07/2006		S		22,400 (1)	D	\$ 32.4212	151,406 (2) (3) (4)	I (2) (3) (4)	See footnotes (2) (3) (4)

Common Stock	03/08/2006	S	22,800 <u>(1)</u>	D	\$ 32.2551	128,606 ⁽²⁾ <u>(3) (4)</u>	I ^{(2) (3) (4)}	See footnotes <u>(2) (3) (4)</u>
Common Stock	03/10/2006	S	24,000 <u>(1)</u>	D	\$ 32.5985	104,606 ⁽²⁾ <u>(3) (4)</u>	I ^{(2) (3) (4)}	See footnotes <u>(2) (3) (4)</u>
Common Stock	03/13/2006	S	20,000 <u>(1)</u>	D	\$ 31.7174	84,606 ^{(2) (3)} <u>(4)</u>	I ^{(2) (3) (4)}	See footnotes <u>(2) (3) (4)</u>
Common Stock	03/14/2006	S	25,450 <u>(1)</u>	D	\$ 31.4917	59,156 ^{(2) (3)} <u>(4) (5)</u>	I ^{(2) (3) (4)} <u>(5)</u>	See footnotes <u>(2) (3) (4) (5)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EISENSON MICHAEL R
CHARLESBANK CAPITAL PARTNERS, LLC
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

X

Signatures

/s/ Tami E. Nason, Attorney-in-fact of the Reporting
Person

03/16/2006

__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) Total shares disposed of in the transactions listed in Table I represent, in the aggregate, 215,874 shares held by Charlesbank Equity Fund V, Limited Partnership, 29,868 shares held by CB Offshore Fund V, L.P., 3,153 shares held by Charlesbank Equity Coinvestment Fund V, Limited Partnership and 555 by Charlesbank Coinvestment Partners, Limited Partnership.

(2) Michael R. Eisenson is a non-employee director of the Issuer and is also a managing director and Chief Executive Officer of Charlesbank Capital Partners, LLC, which is the general partner of Charlesbank Equity Fund V GP, Limited Partnership, and Charlesbank Coinvestment Partners, Limited Partnership. Charlesbank Equity Fund V GP, Limited Partnership is the general partner of Charlesbank Equity Fund V, Limited Partnership, CB Offshore Fund V, L.P., and Charlesbank Equity Coinvestment Fund V, Limited Partnership.

(3) In addition to Michael R. Eisenson, Kim G. Davis, Andrew S. Janower, Tim R. Palmer and Mark A. Rosen (collectively, the "Managing Directors") are managing directors of Charlesbank Capital Partners, LLC. The Managing Directors have shared voting and investment power with respect to the shares of Common Stock held by Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund V, L.P., Charlesbank Equity Coinvestment Fund V, Limited Partnership, Charlesbank Coinvestment Partners, Limited Partnership and Charlesbank Equity Fund V GP, Limited Partnership (together with Charlesbank Capital Partners LLC, the "Charlesbank Entities").

(4) The Managing Directors and the Charlesbank Entities may be deemed to share beneficial ownership of the shares of Common Stock, or portions thereof, and each of them disclaims his or its beneficial ownership, other than his or its pecuniary interest, therein. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), this filing shall not be deemed an admission that any of them is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities of the issuer in excess of his or its pecuniary interest therein.

(5) Following the dispositions described in Table I above, Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund V, L.P., and Charlesbank Coinvestment Fund V, Limited Partnership transferred in the aggregate 59,156 shares of Common Stock to Charlesbank Equity Fund V, GP, Limited Partnership. Charlesbank Equity Fund V, GP, Limited Partnership intends to distribute such shares pro-rata to its partners.

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.