

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 May 31, 2007

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2007

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

PHOENIX, AZ 85027

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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.0001 par value | 05/29/2007 | | D | | 42,973 ⁽¹⁾ | A | \$ 23.27 |
| Common Stock, \$0.0001 par value | | | | | 18,055 | D | |
| Common Stock, \$0.0001 | | | | | 107,314 | I | |
| | | | | | | | Whites' Family Co. LLC |
| | | | | | | | White 1989 Family |

par value

Trust

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 23.63 | | | | | 02/28/2008 02/28/2017 | Common Stock | 7,400 |
| Employee Stock Option (Right to Buy) | \$ 20.5 | | | | | 12/17/2004 12/17/2013 | Common Stock | 100 |
| Employee Stock Option (Right to Buy) | \$ 20.5 | | | | | 12/17/2004 12/17/2013 | Common Stock | 102,141 |
| Employee Stock Option (Right to Buy) | \$ 38.46 | | | | | 02/16/2006 02/16/2015 | Common Stock | 35,000 |
| Employee Stock Option (Right to Buy) | \$ 23.25 | | | | | 06/15/2007 06/15/2016 | Common Stock | 24,500 |

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 | | Chairman of the Board | |

Signatures

/s/ Chad A. Freed Attorney-in-Fact for John C.

White

05/30/2007

__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).

Represents shares transferred by Whites' Family Company, LLC to White Family Trust dated September 5, 1997 in partial satisfaction of
(1) a debt incurred pursuant to a loan agreement. The reporting person does not beneficially own shares of UTI common stock held by White Family Trust dated September 5, 1997.

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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