

UNIVERSAL TECHNICAL INSTITUTE INC  
 Form 5  
 November 14, 2007

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 MCWATERS KIMBERLY J

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 09/30/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, Chief Exec Officer

20410 N. 19TH AVENUE, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PHOENIX, AZ 85027

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)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$0.0001 Par Value	06/15/2007		F4	929	D	\$ 23.99	26,842	D	
Common Stock, \$0.0001 Par Value	06/15/2007		F4	15	D	\$ 23.99	525	I	Owned by Spouse

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right To Buy)	\$ 23.63	Â	Â	Â	Â	Â	02/28/2008	02/28/2017	Common Stock	9,300
Employee Stock Option (Right to Buy)	\$ 20.5	Â	Â	Â	Â	Â	12/17/2004	12/17/2013	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 20.5	Â	Â	Â	Â	Â	12/17/2004	12/17/2013	Common Stock	157,140
Employee Stock Option (Right to Buy)	\$ 38.46	Â	Â	Â	Â	Â	02/16/2006	02/16/2015	Common Stock	65,000
Employee Stock Option (Right To Buy)	\$ 23.25	Â	Â	Â	Â	Â	06/15/2007	06/15/2016	Common Stock	52,500
Employee Stock Option (Right to	\$ 20.5	Â	Â	Â	Â	Â	12/17/2004	12/17/2013	Common Stock	1,100

