

UNIVERSAL ELECTRONICS INC  
 Form 4  
 December 08, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**Bennett Paul J**  
  
 (Last) (First) (Middle)  
 201 EAST SANDPOINTE, 8TH FLOOR  
  
 (Street)  
 SANTA ANA, CA 92707-6708  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 UNIVERSAL ELECTRONICS INC [UEIC]

3. Date of Earliest Transaction (Month/Day/Year)  
 12/07/2016

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/07/2016                           |  | M                              | V Amount (A) \$ 24.91 (1)   | 46,283  | D  |   |
| Common Stock                    | 12/07/2016                           |  | S                              | V Amount (D) \$ 65.1858 (2)                                       | 29,583  | D  |   |
| Common Stock                    | 12/07/2016                           |  | M                              | V Amount (A) \$ 29.25 (1)   | 43,283  | D  |   |
| Common Stock                    | 12/07/2016                           |  | S                              | V Amount (D) \$ 65.1858 (2)                                       | 29,583  | D  |   |

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|              |            |   |        |   |                      |        |   |
|--------------|------------|---|--------|---|----------------------|--------|---|
| Common Stock | 12/07/2016 | M | 14,112 | A | \$ 35.275<br>(1)     | 43,695 | D |
| Common Stock | 12/07/2016 | S | 14,112 | D | \$<br>65.1858<br>(2) | 29,583 | D |

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

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SEC 1474  
(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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (Rt to Buy)          | \$ 24.91<br>(1)  | 12/07/2016                           | 12/07/2016   | M                              | 16,700  | 04/25/2011 01/25/2020                                    | Common Stock  | 16,700                     |  |
| Employee Stock Option (Rt to Buy)          | \$ 29.25<br>(1)  | 12/07/2016                           | 12/07/2016   | M                              | 13,700  | 07/06/2011 04/06/2021                                    | Common Stock  | 13,700                     |  |
| Employee Stock Option (Rt to Buy)          | \$ 35.275<br>(1)                                       | 12/07/2016                           | 12/07/2016   | M                              | 14,112  | 02/12/2015 02/12/2021                                    | Common Stock  | 14,112                     |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Bennett Paul J<br>201 EAST SANDPOINTE<br>8TH FLOOR<br>SANTA ANA, CA 92707-6708 |               |           | EVP     |       |

## Signatures

/s/Paul J. M. Bennett, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated March 9, 2006 (attached)

12/08/2016

\_\_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) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.

This is the weighted average of the price traded. The high was \$65.65 and the low was \$65.00. The reporting person undertakes to

(2) provide UEI, any security holder of UEI, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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