

Adler Robert K
Form 4
March 02, 2010

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 *
Adler Robert K

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 NORTH 19TH AVENUE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP of Admissions

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.0001 par value	03/01/2010		M	1,223 A	\$ 11.41 20,994	D	
Common Stock, \$0.0001 par value	03/01/2010		M	6,300 A	\$ 23.25 27,294	D	
Common Stock, \$0.0001	03/01/2010		M	1,200 A	\$ 17.48 28,494	D	

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par value

Common
Stock,
\$0.0001

03/01/2010

S 2,893 D \$ 25.5 25,601 D

par value

Common
Stock,
\$0.0001

03/01/2010

S 6,300 D \$ 25.518 19,301 D
(1)

par value

Common
Stock,
\$0.0001

03/01/2010

S 1,223 D \$ 25.478 18,078 D
(2)

par value

Common
Stock,
\$0.0001

1,023

I

Spouse

par value

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right To Buy)	\$ 11.41	03/01/2010		M	1,223	02/25/2010 02/25/2016	Common Stock, \$0.0001 par value	1,223	
Employee Stock Option	\$ 23.25	03/01/2010		M	6,300	06/15/2007 06/15/2016	Common Stock, \$0.0001	6,300	

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(Right To Buy)									par value
Employee Stock Option (Right To Buy)	\$ 17.48	03/01/2010	M	1,200	12/11/2008	12/11/2017	Common Stock, \$0.0001 par value	1,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adler Robert K 20410 NORTH 19TH AVENUE SUITE 200 PHOENIX, AZ 85027			SVP of Admissions	

Signatures

/s/ Chad A. Freed, Attorney-in-fact for Robert K. Adler	03/02/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Listed price is based on an average stock price with the price ranging between \$25.48 - 25.55.
(2) Listed price is based on an average stock price with the price ranging between \$25.47 - 25.49.

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.