

UNIVERSAL TECHNICAL INSTITUTE INC  
 Form 4  
 June 15, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/13/2005

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

CHARLESBANK CAPITAL PARTNERS, LLC, 600 ATLANTIC AVENUE, 26TH FLOOR

(Street)

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

BOSTON, MA 02110-2203

(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)
Common Stock	06/13/2005		S	450,000 (1) D	\$ 31.25 308,606 (2) (3) (4) (5)	I (2) (3) (4)	See footnotes (2) (3) (4)

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

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SEC 1474 (9-02)



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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.

Since the date of the reporting person's last ownership report, Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund

- (5) VI, L.P., and Charlesbank Coinvestment Fund V, Limited Partnership transferred in the aggregate, 55,924 shares of Common Stock to Charlesbank Equity Fund V, GP, Limited Partnership, which in turn distributed 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.

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