

Cutler Joseph  
Form 4  
March 03, 2008

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cutler Joseph

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)  
02/28/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP-Field Admissions

PHOENIX, AZ 85027

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                           |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock,<br>\$0.0001<br>par value | 02/28/2008                              |                                                             | F                                       |                                                                     | 449                                                                                                                | D<br>\$<br>12.76                                                        | 6,290<br>D                                                        |
| Common<br>Stock,<br>\$0.0001<br>par value |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                         | 7,697<br>I <sup>(1)</sup><br>Cutler<br>Revocable<br>Trust         |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. F<br>Der<br>Sec<br>(Instr. 3) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                  |
| Employee<br>Stock<br>Option<br>(Right To<br>Buy)    | \$ 20.5                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/17/2004                                                     | 12/17/2013         | Common<br>Stock                                                     | 100                                 |                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.5                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/17/2004                                                     | 12/17/2013         | Common<br>Stock                                                     | 10,000                              |                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 38.46                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/16/2006                                                     | 02/16/2015         | Common<br>Stock                                                     | 10,000                              |                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 23.25                                                              |                                         |                                                             |                                         |                                                                                                                       | 06/15/2007                                                     | 06/15/2016         | Common<br>Stock                                                     | 9,300                               |                                  |
| Employee<br>Stock<br>Option<br>(Right To<br>Buy)    | \$ 23.63                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/28/2008                                                     | 02/28/2017         | Common<br>Stock                                                     | 1,400                               |                                  |
| Employee<br>Stock                                   | \$ 20.5                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/17/2004                                                     | 12/17/2013         | Common<br>Stock                                                     | 50                                  |                                  |

Option  
(Right To  
Buy)

Employee  
Stock

Option \$ 20.5  
(Right To  
Buy)

12/17/2004 12/17/2013

Common  
Stock 100

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Cutler Joseph  
20410 NORTH 19TH AVENUE  
SUITE 200  
PHOENIX, AZ 85027

SVP-Field Admissions

## Signatures

Joseph Cutler

03/03/2008

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) The Form 3 filed on September 24, 2007 incorrectly indicated that such shares were held directly by Mr.Cutler.

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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