

Riggs Thomas E
Form 4
September 14, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Riggs Thomas E

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 N. 19TH AVE, STE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP Campus Operations

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.0001 par value	09/11/2009		M	6,475	A \$ 12.75	22,882	D
Common Stock, \$0.0001 par value	09/11/2009		S	4,357	D \$ (1) 19.319	18,525	D
Common Stock, \$0.0001 par value	09/11/2009		S	6,475	D \$ (2) 19.301	12,050	D

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right To Buy)	\$ 12.75	09/11/2009		M		6,475		06/03/2009	06/03/2015	Common Stock, \$0.0001 par value	6,475

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Riggs Thomas E 20410 N. 19TH AVE STE 200 PHOENIX, AZ 85027	SVP Campus Operations

Signatures

/s/ Thomas E.
Riggs

09/14/2009

**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) Listed price is based on an average stock price with the price ranging between \$19.28 - \$19.495.

(2) Listed price is based on an average stock price with the price ranging between \$19.19 - \$19.47.

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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