

ARLING PAUL D  
Form 4  
January 03, 2012

**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 \*  
ARLING PAUL D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6101 GATEWAY DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2011

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

CYPRESS, CA 90630

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock <sup>(1)</sup>	12/20/2011	12/20/2011	M		3,000	A	\$ 15.98 <sup>(2)</sup>	82,937	D
Common Stock <sup>(1)</sup>	12/20/2011	12/20/2011	S		3,000	D	\$ 17	79,937	D
Common Stock <sup>(1)</sup>	12/22/2011	12/22/2011	M		5,200	A	\$ 15.98 <sup>(2)</sup>	85,137	D
Common Stock <sup>(1)</sup>	12/22/2011	12/22/2011	S		5,200	D	\$ 17.0504	79,937	D
Common Stock <sup>(1)</sup>	12/30/2011	12/30/2011	M		3,000	A	\$ 15.98 <sup>(2)</sup>	82,937	D

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Common Stock <sup>(1)</sup>	12/30/2011	12/30/2011	S	3,000	A	\$ 17	79,937	D	
Common Stock							1,000	I	By Spouse

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.**

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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 (Rt to Buy)	\$ 15.98	12/20/2011 <sup>(1)</sup>	12/20/2011	M	3,000	02/05/2003 02/05/2012	Common Stock	3,000	
Employee Stock Option (Rt to Buy)	\$ 15.98	12/22/2011 <sup>(1)</sup>	12/22/2011	M	5,200	02/05/2003 02/05/2012	Common Stock	5,200	
Employee Stock Option (Rt to Buy)	\$ 15.98	12/30/2011 <sup>(1)</sup>	12/30/2011	M	3,000	02/05/2003 02/05/2012	Common Stock	3,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARLING PAUL D 6101 GATEWAY DRIVE CYPRESS, CA 90630	X		CEO	

## Signatures

/s/Paul D. Arling, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached)

01/03/2012

\_\_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) Cashless Exercise of Employee Stock Option. Transactions made in accordance with a Rule 10b5-1 Trading Plan established by Reporting Person on November 16, 2011.
- (2) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.

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.