

Bennett Paul J
Form 4
April 04, 2013

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 *
Bennett Paul J

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)
201 SANDPOINTE AVENUE, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2012

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

SANTA ANA, CA 92707-6708

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 | 02/28/2013 | 02/28/2013 | M | 32,811 A | \$ 12.58 | 96,135 | D |
| Common Stock | 02/28/2013 | 02/28/2013 | S | 32,811 D | \$ 19.152 | 63,344 | D |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Emp Stock Option (Rt. to Buy) ⁽¹⁾ | \$ 20.085 ⁽²⁾ | 02/08/2012 | 02/08/2012 | A | 22,800 | 05/08/2012 | 02/08/2022 | Common | 22,800 |
| Emp Stock Option (Rt. to Buy) ⁽¹⁾ | \$ 19.245 ⁽²⁾ | 02/13/2013 | 02/13/2013 | A | 23,100 | 05/13/2013 | 02/13/2023 | Common | 23,100 |
| Emp Stock Option (Rt. to Buy) | \$ 12.58 | 02/28/2013 | 02/28/2013 | M | 32,811 | 02/28/2013 | 02/28/2013 | Common | 32,811 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bennett Paul J 201 SANDPOINTE AVENUE SUITE 800 SANTA ANA, CA 92707-6708 | | | EVP | |

Signatures

/s/ Paul J. M. Bennett, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated March 9, 2006 (attached)

04/04/2013

^{**}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).

Employee Stock Option (Rt to Buy) grant to Reporting Person in accordance with one of Universal Electronics Inc's various Stock Incentive Plans which provides for ratable vesting each quarter for three years after one year following the date of grant or earlier under certain circumstances.

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- (2) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- (3) Number of Derivative Securities beneficially owned following reported transaction has been adjusted to reflect an adjustment for 10,000 options that have expired.

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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