

WHITE JOHN C  
Form 4  
November 17, 2011

**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 \*  
WHITE JOHN C

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)  
16220 N. SCOTTSDALE ROAD, SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

SCOTTSDALE, AZ 85254

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   |  |   |                        |
|                                  |                                      |  |                                | Code  | V   | Amount   |   |                        |
| Common Stock, \$0.0001 par value | 11/15/2011                           |  | M                              | 314 <sup>(1)</sup>  | A   | \$ 14.37   | 87,954  | D                      |
| Common Stock, \$0.0001 par value | 11/15/2011                           |  | F                              | 100 <sup>(2)</sup>  | D   | \$ 14.37   | 87,854  | D                      |
| Common Stock, \$0.0001           |                                      |  |                                |   |   |  | 2,464,675   | I                      |
|                                  |                                      |  |                                |   |   |  |   | Whites' Family Company |

|           |  |  |  |         |   |        |
|-----------|--|--|--|---------|---|--------|
| par value |  |  |  |         |   | LLC    |
| Common    |  |  |  |         |   | White  |
| Stock,    |  |  |  |         |   | 1989   |
| \$0.0001  |  |  |  | 107,314 | I | Family |
| par value |  |  |  |         |   | 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 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                      | Amount or Number of Shares |
| Performance Shares                         | \$ 0   | 11/15/2011                           |  | M                              | 314   | 11/15/2011 11/15/2012                                    | Common Stock, \$0.0001 par value                              | 314                        |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| WHITE JOHN C<br>16220 N. SCOTTSDALE ROAD<br>SUITE 100<br>SCOTTSDALE, AZ 85254 | X             | X         | Chairman of the Board |       |

## Signatures

/s/ John C White                      11/16/2011  
 \*\*Signature of                      Date  
 Reporting Person

## 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 Compensation Committee approved a 25% payout of the second tranche of performance units based on UTI's relative total shareholder return as measured on September 30, 2011.
- (2) Shares withheld to satisfy tax liability.
- (3) Amount reduced by the unearned performance shares forfeited due to UTI's relative total shareholder return as measured on September 30, 2011.

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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