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UNIVERSAL TECHNICAL INSTITUTE INC

Form 4

February 18, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

Number:

January 31, Expires: 2005

0.5

OMB APPROVAL

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Check this box

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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EISENSON MICHAEL R

2. Issuer Name and Ticker or Trading

Symbol

UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/16/2005

X_ Director 10% Owner Other (specify Officer (give title

CHARLESBANK CAPITAL PARTNERS, 600 ATLANTIC **AVENUE, 26TH FLOOR**

(Street)

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

BOSTON, MA 02110-2203

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported

Code

(A) Transaction(s) or (Instr. 3 and 4) (D) Price Amount

Common 1,000 02/16/2005 \$ 0 0 D Α (1)Stock

See Common 814,530 (2) (3) I (3) (4) (5) \$0 02/18/2005 G V 17,000 Footnotes D (4)(5)Stock (3)(4)(5)

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

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(9-02)

Beneficial

Ownership

(Instr. 4)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|-------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. : | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or Namel | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | , | Shares | | |

Relationshins

Reporting Owners

| Reporting Owner Name / Address | | | | | |
|--|----------|-----------|---------|-------|--|
| 4 | Director | 10% Owner | Officer | Other | |
| EISENSON MICHAEL R | | | | | |
| CHARLESBANK CAPITAL PARTNERS 600 ATLANTIC AVENUE, 26TH FLOOR | X | | | | |

Signatures

BOSTON, MA 02110-2203

/s/ Tami E. Nason, Attorney-in-Fact of the Reporting 02/18/2005 Person

> **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).
- On February 16, 2005, the Issuer granted 1,000 shares of its common stock, \$0.0001 par value per share, (the "Common Stock") for the **(1)** beneficial ownership of Charlesbank Equity Fund V, Limited Partnership pursuant to the Issuer's 2003 Stock Incentive Plan.
 - Since the date of the reporting person's last ownership report, Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund V, L.P. and Charlesbank Coinvestment Fund V, Limited Partnership transferred, in the aggregate, 104,656 shares of Common Stock to
- (2) Charlesbank Equity Fund V GP, Limited Partnership, which in turn distributed such shares pro-rata to its partners. The reporting person's pro rata portion of such distribution was 17,000 shares. This Form 4 reports a disposition of those 17,000 shares by the reporting person in the form of a bona fide gift.
 - Michael R. Eisenson is a non-employee director of the Issuer and is also a managing director and Chief Executive Officer of Charlesbank Capital Partners, LLC, which is the general partner of Charlesbank Equity Fund V GP, Limited Partnership, and Charlesbank
- (3) Coinvestment Partners, Limited Partnership. Charlesbank Equity Fund V GP, Limited Partnership is the general partner of Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund V, L.P., and Charlesbank Equity Coinvestment Fund V, Limited Partnership.

Reporting Owners 2

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- In addition to Michael R. Eisenson, Kim G. Davis, Andrew S. Janower, Tim R. Palmer and Mark A. Rosen (collectively, the "Managing Directors") are managing directors of Charlesbank Capital Partners, LLC. The Managing Directors have shared voting and investment
- (4) power with respect to the shares of Common Stock held by Charlesbank Equity Fund V, Limited Partnership, CB Offshore Equity Fund V, L.P., Charlesbank Equity Coinvestment Fund V, Limited Partnership and Charlesbank Coinvestment Partners, Limited Partnership (together with Charlesbank Capital Partners LLC, and Charlesbank Equity Fund V GP, Limited Partnership, the "Charlesbank Entities").
 - The Managing Directors and the Charlesbank Entities may be deemed to share beneficial ownership of the shares of Common Stock, or portions thereof, and each of them disclaims his or its beneficial ownership, other than his or its pecuniary interest, therein. Pursuant to
- (5) Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), this filing shall not be deemed an admission that any of them is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities of the issuer in excess of his or its pecuniary interest therein.

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.