

UNIVERSAL TECHNICAL INSTITUTE INC

Form 4

May 29, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HASLIP JENNIFER

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 AVENUE, SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2007

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr. VP, Chief Fin Officer

(Street)
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 or Disposed of (A) or (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, \$0.0001 par value	04/26/2007		G	V	13,000 (1)	D	\$ 0	13,000	I	David N. Wine and Jennifer L. Haslip Revocable Living Trust
Common Stock, \$0.0001 par value								100	I	Owned by Spouse

Common
Stock,
\$0.0001
par value

8,800 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 Securities (Instr. 3 and 4)	8. D S (I
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.63					02/28/2008 02/28/2017	Common Stock	2,800
Employee Stock Option (Right to Buy)	\$ 20.5					12/17/2004 12/17/2013	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 20.5					12/17/2004 12/17/2013	Common Stock	100,570
Employee Stock Option (Right to Buy)	\$ 38.46					02/16/2006 02/16/2015	Common Stock	25,000
Employee Stock	\$ 23.25					06/15/2007 06/15/2016	Common Stock	18,000

Option
(Right to
Buy)

Employee
Stock

Option \$ 4.4
(right to
buy)

04/02/2003 04/02/2012

Common
Stock 64,862

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASLIP JENNIFER 20410 N. 19TH AVENUE SUITE 200 PHOENIX, AZ 85027			Sr. VP, Chief Fin Officer	

Signatures

Jennifer L.
Haslip

04/26/2007

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) The reporting person transferred 13,000 shares to a living trust over which the reporting person and her spouse exercise joint control as co-trustees.

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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