

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4/A
 October 09, 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 *
 Smith Sherrell

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)
 09/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Operations

SCOTTSDALE, AZ 85254

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/09/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, \$0.0001 par value	09/05/2013		A	16,667 (1) (2)	A \$ 0	53,570 (2)	D
Common Stock, \$0.0001 par value	09/05/2013		A	9,375 (2) (3)	A \$ 0	25,742 (2)	I spouse

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Sherrell 16220 N. SCOTTSDALE ROAD SUITE 100 SCOTTSDALE, AZ 85254			SVP Operations	

Signatures

/s/ Sherrell
Smith 10/09/2013

__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).

(1) The Board of Directors approved the grant on September 5, 2013. The restricted stock units vest in four equal annual installments.

Due to an administrative error in the calculation of the restricted stock units awarded on 9/5/13, the numbers of restricted stock units reported in the Form 4 filed on 9/9/13 were incorrect. This Amendment is filed (i) to correct the numbers of restricted stock units awarded to the reporting person and the reporting person's spouse reported in Column 4; (ii) to make the related corrections to the amounts in

(2) Column 5 for the reported transactions; and (iii) to make the related corrections to the total numbers of shares held directly or indirectly, as applicable, following any transactions that occurred after 9/9/13 and before the date of this Amendment, as reported in Column 5 of Table I of the related Form 4 filings. The amounts in Column 5 of this Amendment are as of the transaction date and following the respective grants; they do not give effect to any transactions or filings subsequent to 9/9/13.

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- (3) The Board of Directors approved the grant to Mr. Smith's spouse on September 5, 2013. The restricted stock units vest in four equal annual installments.

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.