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UNIVERSAL TECHNICAL INSTITUTE INC

Form 4

November 17, 2011

FORM	ЛΔ								OMB AF	PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box							COMMISSION	OMB Number:	3235-028	
	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							NEDCHID OF	Expires:	January 3 ⁻ 200	
Section								NEKSHIP OF	Estimated average burden hours per response 0		
Form 5 obligation may con <i>See</i> Instruction 1(b).	Section 17(a	a) of the	Public Ut		ing Com	npany	Act of	e Act of 1934, 1935 or Section 0			
(Print or Type	Responses)										
PUTNAM EUGENE S JR Symbol UNIV			Symbol					5. Relationship of Reporting Person(s) to Issuer			
			UNIVERSAL TECHNICAL INSTITUTE INC [UTI]					(Check all applicable)			
				of Earliest Transaction Day/Year) 2011				Director 10% OwnerX Officer (give title Other (specify below) President and CFO			
ROAD, ST	E 100		,,-					FIESI	dent and Cro		
SCOTTSD	(Street) ALE, AZ 85254			ndment, Da hth/Day/Year)	_	l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	rson	
		(7:)						Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D			_	uired, Disposed of			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, \$0.0001	11/15/2011			Code V M	Amount 353 (1)		Price \$ 14.37	(Instr. 3 and 4) 109,913	D		
par value Common Stock, \$0.0001 par value	11/15/2011			F	112 (2)	D	\$ 14.37	109,801	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. Transactic Code (Instr. 8)	onof Derivative		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	11/15/2011		M		353	11/15/2011	11/15/2012	Common Stock, \$0.0001 par value	353

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PUTNAM EUGENE S JR 16220 N. SCOTTSDALE ROAD STE 100 SCOTTSDALE, AZ 85254

President and CFO

Signatures

/s/ Chad A. Freed, Attorney-in-Fact for Eugene S. Putnam

11/16/2011

**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 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)

Reporting Owners 2

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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. 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.