

UNIVERSAL ELECTRONICS INC
 Form 4
 October 17, 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 *
ARLING PAUL D

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL ELECTRONICS INC [UEIC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
201 E. SANDPOINTE AVENUE, SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

SANTA ANA, CA 92707-6708

(City) (State) (Zip)

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

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	10/16/2013	10/16/2013	M		2,515	A	\$ 17.585	134,714	D	
Common Stock	10/16/2013	10/16/2013	S		2,515	D	\$ 36	132,199	D	
Common Stock	10/17/2013	10/17/2013	M		4,000	A	\$ 17.585	136,199	D	
Common Stock	10/17/2013	10/17/2013	S		4,000	D	\$ 36.375	132,199	D	
							<u>(1)</u>	1,000	I	By Spouse

Common
Stock

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.

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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)	Amount or Number of Shares
Employee Stock Option (Rt. to Buy)	\$ 17.585 (2)	10/16/2013	10/16/2013	M	2,515 (3)	01/21/2009 01/21/2015	Common Stock	2,515
Employee Stock Option (Rt. to Buy)	\$ 17.585 (2)	10/17/2013	10/17/2013	M	4,000 (3)	01/21/2009 01/21/2015	Common	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARLING PAUL D 201 E. SANDPOINTE AVENUE SUITE 800 SANTA ANA, CA 92707-6708	X		CEO	

Signatures

/s/Paul D. Arling, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached)

10/17/2013

__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) This is the weighted average of the price traded. The high was \$36.50 and the low was \$36.25.
- (2) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- (3) Cashless Exercise of Employee Stock Option. Transactions made in accordance with a Rule 10b5-1 Trading Plan established by Reporting Person on August 26, 2013.

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.