

Smith Sherrell
Form 3
August 30, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Smith Sherrell | | (Month/Day/Year) | UNIVERSAL TECHNICAL INSTITUTE INC [UTI] | |
| (Last) | (First) | (Middle) | 08/20/2012 | |
| 16220 N. SCOTTSDALE ROAD,Â SUITE 100 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SCOTTSDALE,Â AZÂ 85254 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP Operations | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.0001 par value | 22,952 | D | Â |
| Common Stock, \$0.0001 par value | 12,431 ⁽¹⁾ | I | spouse |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|----------------------------------|----------------------------|---------------------|---|--------|
| Employee Stock Option (Right To Buy) | 06/15/2007 ⁽²⁾ | 06/15/2016 | Common Stock, \$0.0001 par value | 4,100 | \$ 23.25 | I | spouse |
| Employee Stock Option (Right To Buy) | 02/16/2006 ⁽³⁾ | 02/16/2015 | Common Stock, \$0.0001 par value | 600 | \$ 38.46 | I | spouse |
| Employee Stock Option (Right To Buy) | 12/17/2004 ⁽⁴⁾ | 12/17/2013 | Common Stock, \$0.0001 par value | 787 | \$ 20.5 | I | spouse |
| Employee Stock Option (Right to Buy) | 12/11/2007 ⁽⁵⁾ | 12/11/2016 | Common Stock, \$0.0001 par value | 1,000 | \$ 22.21 | I | spouse |
| Performance Shares | 11/15/2012 ⁽⁶⁾ | 11/15/2012 | Common Stock, \$0.0001 par value | 189 | \$ 0 | I | spouse |
| Performance Shares | 11/15/2013 ⁽⁷⁾ | 11/15/2013 | Common Stock, \$0.0001 par value | 600 | \$ 0 | I | spouse |

Reporting Owners

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

Signatures

/s/ Sherrell
Smith 08/30/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 4,395 shares owned plus 8,036 shares which were awarded in connection with a Restricted Stock Award Plan and have not yet met the vesting requirements.
- (2) The options become exercisable in four equal installments beginning on June 15, 2008.
- (3) The options become exercisable in four equal installments beginning on February 16, 2007.
- (4) The options become exercisable in four equal installments beginning on December 17, 2005.
- (5) The options become exercisable in four equal installments beginning on December 11, 2008.

Each Performance Share represents a contingent right to receive one share of Universal Technical Institute, Inc. common stock. The Performance Shares upon achievement of certain performance criteria based on total shareholder return, with measurement periods on each of September 30, 2010, September 30, 2011 and September 30, 2012. Performance Shares will vest on each of November 15, 2010, November 15, 2011 and November 15, 2012. The actual number of shares of common stock issued at the time of vesting can range from 0% to 200% depending on the total shareholder return achieved in each specific measurement period.

- (7) Each Performance Share represents a contingent right to receive one share of Universal Technical Institute, Inc. common stock. The Performance Shares vest upon achievement of certain performance criteria based on total shareholder return, with a measurement period starting October 1, 2010 - September 30, 2013. Performance Shares will vest on November 15, 2013. The actual number of shares of common stock issued at the time of vesting can range from 0% to 200% depending on the total shareholder return achieved in the measurement period.

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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