Freed Chad Allen Form 4

September 15, 2010 FORM 4

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

OMB 3235-0287 Number:

response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

par value

	(Print or Type R	Responses)										
Freed Chad Allen Symbol UNIVE				ERSAL TECHNICAL FUTE INC [UTI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(Last) 20410 N. 19	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2010					Director 10% Owner X Officer (give title Other (specify below) below) General Counsel, SVP Bus Dev					
PHOENIX, AZ 85027					ndment, Da nth/Day/Year	_	1		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)	urity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
	Common Stock, \$0.0001 par value	09/14/2010			A	8,389 (1)	(D)	Price	27,625	D		
	Common Stock, \$0.0001 par value	09/14/2010			A	280 (2)	A	\$ 0	27,905	D		
	Common Stock, \$0.0001	09/14/2010			F	89 (3)	D	\$ 17.88	27,816	D		

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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. Transacti 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Performance Shares	\$ 0	09/14/2010		A	1,845 (4)	11/15/2013	11/15/2013	Common Stock, \$0.0001 par value	1,845

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Freed Chad Allen 20410 N. 19TH AVE SUITE 200 PHOENIX, AZ 85027

General Counsel, SVP Bus Dev

Signatures

/s/ Chad A. 09/15/2010 Freed

**Signature of Date Reporting Person

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 14, 2010. The restricted stock vests in four annual equal installments.

On September 14, 2010, the Board of Directors of Universal Technical Institute determined that the performance criteria relating to

(2) \$5,000 in previously issued performance units was achieved. The performance units were settled in stock based upon the closing price of UTI's common stock on September 14, 2010.

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- (3) Vesting of Performance Units granted on 6/2/2009, shares withheld to satisfy tax liability.
 - The Board of Directors approved the grant on September 14, 2010. 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
- (4) 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. 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.