

Wolff Larry H
 Form 4
 December 22, 2008

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 *
 Wolff Larry H

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)
 20410 N. 19TH AVE, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Chief Info Officer

PHOENIX, AZ 85027

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

(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)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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(Instr. 3) Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Securities (Instr. 3 and 4) (Instr. 5) Beneficial Owner (Instr. 5) Beneficial Ownership (Instr. 5) (Instr. 3) (Instr. 4) (Instr. 5) (Instr. 6) (Instr. 7) (Instr. 8) (Instr. 9) (Instr. 10) (Instr. 11) (Instr. 12) (Instr. 13) (Instr. 14) (Instr. 15) (Instr. 16) (Instr. 17) (Instr. 18) (Instr. 19) (Instr. 20) (Instr. 21) (Instr. 22) (Instr. 23) (Instr. 24) (Instr. 25) (Instr. 26) (Instr. 27) (Instr. 28) (Instr. 29) (Instr. 30) (Instr. 31) (Instr. 32) (Instr. 33) (Instr. 34) (Instr. 35) (Instr. 36) (Instr. 37) (Instr. 38) (Instr. 39) (Instr. 40) (Instr. 41) (Instr. 42) (Instr. 43) (Instr. 44) (Instr. 45) (Instr. 46) (Instr. 47) (Instr. 48) (Instr. 49) (Instr. 50) (Instr. 51) (Instr. 52) (Instr. 53) (Instr. 54) (Instr. 55) (Instr. 56) (Instr. 57) (Instr. 58) (Instr. 59) (Instr. 60) (Instr. 61) (Instr. 62) (Instr. 63) (Instr. 64) (Instr. 65) (Instr. 66) (Instr. 67) (Instr. 68) (Instr. 69) (Instr. 70) (Instr. 71) (Instr. 72) (Instr. 73) (Instr. 74) (Instr. 75) (Instr. 76) (Instr. 77) (Instr. 78) (Instr. 79) (Instr. 80) (Instr. 81) (Instr. 82) (Instr. 83) (Instr. 84) (Instr. 85) (Instr. 86) (Instr. 87) (Instr. 88) (Instr. 89) (Instr. 90) (Instr. 91) (Instr. 92) (Instr. 93) (Instr. 94) (Instr. 95) (Instr. 96) (Instr. 97) (Instr. 98) (Instr. 99) (Instr. 100)

Reporting Owners

Reporting Owner Name / Address Relationships Director 10% Owner Officer Other Wolff Larry H 20410 N. 19TH AVE SUITE 200 PHOENIX, AZ 85027 Sr. VP, Chief Info Officer

Signatures

/s/ Chad A. Freed, attorney in fact for Larry H. Wolff 12/22/2008
**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).

Remarks:

Effective December 12, 2008, Larry H. Wolff ceased to be a Section 16 reporting person.
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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