Bennett Paul J Form 4 April 04, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bennett Paul J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

UNIVERSAL ELECTRONICS INC

(Check all applicable)

[UEIC]

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner Other (specify

EVP

(Middle)

(Zip)

(Month/Day/Year) 02/08/2012

X_ Officer (give title below) below)

201 SANDPOINTE **AVENUE, SUITE 800**

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

SANTA ANA, CA 92707-6708

(Street)

(State)

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1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) e, if Transaction Disposed of (D)			•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(1/101141/24), 1041)	any	Code	1			Beneficially	Form:	Beneficial
, , ,		(Month/Day/Year)	(Instr. 8)	` '			Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/28/2013	02/28/2013	M	32,811	A	\$ 12.58	96,135	D	
Common Stock	02/28/2013	02/28/2013	S	32,811	D	\$ 19.152	63,344	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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## 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 (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Emp Stock Option (Rt. to Buy) (1)	\$ 20.085 (2)	02/08/2012	02/08/2012	A	22,800		05/08/2012	02/08/2022	Common	22,8
Emp Stock Option (Rt. to Buy) (1)	\$ 19.245 (2)	02/13/2013	02/13/2013	A	23,100		05/13/2013	02/13/2023	Common	23,1
Emp Stock Option (Rt. to Buy)	\$ 12.58	02/28/2013	02/28/2013	M		32,811	02/28/2013	02/28/2013	Common	32,8

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Bennett Paul J 201 SANDPOINTE AVENUE							
SUITE 800			EVP				
SANTA ANA, CA 92707-6708							

## **Signatures**

/s/ Paul J. M. Bennett, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated March 9, 2006 (attached)

04/04/2013

**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).
- Employee Stock Option (Rt to Buy) grant to Reporting Person in accordance with one of Universal Electronics Inc's various Stock

  (1) Incentive Plans which provides for ratable vesting each quarter for three years after one year following the date of grant or earlier under certain circumstances.

Reporting Owners 2

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- (2) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- (3) Number of Derivative Securities beneficially owned following reported transaction has been adjusted to reflect an adjustment for 10,000 options that have expired.

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.