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UNIVERSAL TECHNICAL INSTITUTE INC

Form 8-K

June 21, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 15, 2006

UNIVERSAL TECHNICAL INSTITUTE, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-31923	86-0226984
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)
20410 North 19th Avenue, Suite 200, Phoenix, Arizona		85027
----- (Address of principal executive offices)		----- (Zip Code)

Registrant's telephone number, including area code: (623) 445-9500

None

(Former name or former address, if changed since last report)

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

The Compensation Committee of the Board of Directors of Universal Technical Institute, Inc. (the "Company") has awarded shares of restricted stock to certain employees of the Company, including the chief executive officer and the other named executive officers, under the Company's 2003 Stock Incentive Plan. The restricted stock vests in four equal installments, with the first vesting occurring on the first anniversary of the grant date, which is June 15, 2006. The following table sets forth the shares of restricted stock awarded to the Company's named executive officers:

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Name -----	Number of Shares of Restricted Stock Granted -----
John C. White	5,555
Kimberly J. McWaters	11,903
Jennifer L. Haslip	4,000
Roger L. Speer	4,000
David K. Miller	4,000

A form of the Company's restricted stock award agreement is filed herewith as Exhibit 10.1.

The Compensation Committee has also awarded grants of options to purchase common stock of the Company to certain employees of the Company, including the chief executive officer and the other named executive officers, under the Company's 2003 Stock Incentive Plan. The stock options vest in four equal installments, with the first vesting occurring on the anniversary of the grant date, which is June 15, 2006. The following table sets forth the number of stock options awarded to the Company's named executive officers:

Name -----	Number of Shares Subject to Option Grant -----
John C. White	24,500
Kimberly J. McWaters	52,500
Jennifer L. Haslip	18,000
Roger L. Speer	18,000
David K. Miller	18,000

A form of the Company's stock option award agreement is filed herewith as Exhibit 10.2.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) EXHIBITS

- 10.1 Form of Restricted Stock Award Agreement.
- 10.2 Form of Stock Option Award Agreement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIVERSAL TECHNICAL INSTITUTE, INC.

Dated: June 21, 2006

By: /s/ Chad A. Freed

 Name: Chad A. Freed
 Title: Senior Vice President and
 General Counsel

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