

UNIVERSAL ELECTRONICS INC
 Form 4
 June 01, 2015

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 *
Bennett Paul J

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL ELECTRONICS INC [UEIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

201 EAST SANDPOINTE, 8TH FLOOR

(Street)

SANTA ANA, CA 92707-6708

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
EVP

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|---------------------------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 06/01/2015 | 06/01/2015 | M | | | 22,800 | \$ 20.085 (1) | 83,571 | D | Beneficial Ownership (Instr. 4) |
| Common Stock | 06/01/2015 | 06/01/2015 | S | | | 22,800 | \$ 51.5873 (2) | 60,771 | D | Beneficial Ownership (Instr. 4) |
| Common Stock | 06/01/2015 | 06/01/2015 | S | | | 35,000 | \$ 51.2901 (3) | 25,771 | D | Beneficial Ownership (Instr. 4) |

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

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(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. Transaction 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 | Amount or Number of Shares |
| Employee Stock Option (Rt to Buy) | \$ 20.085 <u>(1)</u> | 06/01/2015 | 06/01/2015 | M | 22,800 | 05/08/2012 02/08/2022 | Common Stock | 22,800 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bennett Paul J 201 EAST SANDPOINTE 8TH FLOOR SANTA ANA, CA 92707-6708 | | | EVP | |

Signatures

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

06/01/2015

__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).

(1) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.

This is the weighted average of the price traded. The high was \$51.97 and the low was \$51.35. The reporting person undertakes to

(2) provide UEI, any security holder of UEI, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

This is the weighted average of the price traded. The high was \$51.45 and the low was \$51.00. The reporting person undertakes to

(3) provide UEI, any security holder of UEI, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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