

UNIVERSAL ELECTRONICS INC
 Form 4
 August 03, 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 *
HUGHES LOUIS SYLVESTER

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2015

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

SANTA ANA, CA 92707-6708

(City) (State) (Zip)

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

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 or Price (A) or (D)		
Common Stock	08/02/2015		M		2,833 <u>(1)</u>	A	\$ 0 2,835 D
Common Stock	08/02/2015		F		1,064 <u>(2)</u>	D	\$ 52.06 1,771 <u>(3)</u> D

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

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SEC 1474 (9-02)

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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 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)	8. Price or Number of Shares
Restricted Stock Unit	(4)					(5) (5)	Common Stock	16,098 (6)
Restricted Stock Unit	(4)	08/02/2015		M	2,833	(5) (5)	Common Stock	2,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES LOUIS SYLVESTER 201 EAST SANDPOINTE 8TH FLOOR SANTA ANA, CA 92707-6708			EVP	

Signatures

/s/Louis S. Hughes by Natalie Cernosek, pursuant to Limited Power of Attorney dated January 14, 2015(attached) 08/03/2015

__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) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on July 26, 2012.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (3) Price determined in accordance with the Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on July 26, 2012.
- (4) Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- (5) The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.
- (6) This figure represents the aggregate number of unvested RSU's as of the reporting date and involves 4 RSU Grants: one granted on August 2, 2012 with a 3 year ratable annual vesting period which began on August 2, 2013; one granted on December 19, 2013 with a 3 year ratable annual vesting schedule; one granted on December 19, 2014 with a 3 year ratable annual vesting schedule; and one granted on February 12, 2015 with a 3 year vesting schedule of 33.33% on February 12, 2016 and 8.33% quarterly thereafter.

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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