

Bennett Paul J
Form 4
November 13, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

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

11/12/2017

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

Strategic Advisor to the CEO

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)
X 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/12/2017		M		318 ⁽¹⁾	A \$ 0	21,828 D
Common Stock	11/12/2017		F		165 ⁽²⁾	D \$ 51.875	21,663 D
					⁽³⁾		

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

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information contained in this form are not
required to respond unless the form
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(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 Value of Derivative Security (Instr. 5)
Restricted Stock Units	(4)	11/12/2017		M	318	(5) (5)	Common Stock	318 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
Bennett Paul J 201 EAST SANDPOINTE 8TH FLOOR SANTA ANA, CA 92707-6708	Director 10% Owner Officer Other Strategic Advisor to the CEO

Signatures

/s/Paul J. M. Bennett, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated March 9, 2006 (attached) 11/13/2017

____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 January 16, 2015 and ratified by the Board of Directors on February 11-12, 2015.
- (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 terms of the Company's applicable Stock Incentive Plan.
- (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.

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.