

UNIVERSAL ELECTRONICS INC  
 Form 4  
 July 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**STAPLETON GREGORY**

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)  
**06/30/2015**

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

**SANTA ANA, CA 92707**

(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	(A) or (D) Price		
Common Stock <sup>(1)</sup>	06/30/2015		A		1,250	A	\$ 49.99 <sup>(2)</sup>	20,676	D
Common Stock	06/30/2015		F		550 <sup>(3)</sup>	D	\$ 49.99 <sup>(2)</sup>	20,126	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)

number.

**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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(4)</sup>	\$ 0	07/01/2015		A	5,000	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,000
Stock Option (Rt to Buy)	<sup>(6)</sup>					<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAPLETON GREGORY 201 EAST SANDPOINTE 8TH FLOOR SANTA ANA, CA 92707	X			

## Signatures

/s/Gregory P. Stapleton, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated April 24, 2008 (attached)

07/02/2015

\*\*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 2004 Directors Compensation Plan approved by the stockholders on June 14, 2004.
- (2) Price determined in accordance with the terms of the 2004 Directors Compensation Plan approved by the stockholders on June 14, 2004.
- (3) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (4) Restricted Stock Units awarded pursuant to the 2004 Directors Compensation Plan as described in the Company's definitive Proxy materials for the 2015 Annual Meeting of Stockholders. These units will vest 25% each quarter, commencing on September 30, 2015.
- (5) Figure represents the aggregate number of unvested RSUs as of the reporting date.

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- (6) Exercise Price was reported when the Stock Options were initially granted. This holding represents an aggregate number of unexercised Stock Options held and may include a number of different Stock Option Grants.
- (7) The Exercisable and Expiration Dates were reported at the time the Stock Options were granted. This holding represents an aggregate number of unexercised Stock Options held and may include a number of different Stock Option Grants.
- (8) Figure represents the number of unexercised Stock Options held as of the reporting date.

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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