

UNIVERSAL ELECTRONICS INC
 Form 4
 February 24, 2014

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 *
 ARLING PAUL D

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 E. SANDPOINTE AVENUE, SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2014

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

SANTA ANA, CA 92707-6708

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

(City) (State) (Zip)

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 | 02/21/2014 | 02/21/2014 | M | | | 15,000 | A | \$ 16.25 | 154,587 | D | |
| Common Stock | 02/21/2014 | 02/21/2014 | S | | | 15,000 | D | \$ 40.1744 (1) | 139,587 | D | |
| Common Stock | 02/24/2014 | 02/24/2014 | M | | | 14,700 | A | \$ 16.25 | 154,287 | D | |
| Common Stock | 02/24/2014 | 02/24/2014 | S | | | 14,700 | D | \$ 41.6554 (2) | 139,587 | D | |

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| | | | | | | | | | |
|--------------|------------|------------|---|-----|---|-----------------------------|---------|---|-----------|
| Common Stock | 02/24/2014 | 02/24/2014 | M | 300 | A | \$ 24.91 | 139,887 | D | |
| Common Stock | 02/24/2014 | 02/24/2014 | S | 300 | D | \$ 41.6554 <u>(2)</u> | 139,587 | D | |
| Common Stock | | | | | | | 1,000 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 16.25 <u>(3)</u> | 02/21/2014 | 02/21/2014 | M | 15,000 | 09/10/2011 03/10/2019 | Common | 15,000 | |
| Employee Stock Option (Rt to Buy) | \$ 16.25 <u>(3)</u> | 02/24/2014 | 02/24/2014 | M | 14,700 | 06/10/2012 03/10/2019 | Common | 14,700 | |
| Employee Stock Option (Rt to Buy) | \$ 24.91 <u>(3)</u> | 02/24/2014 | 02/24/2014 | M | 300 | 04/25/2011 01/25/2020 | Common | 300 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARLING PAUL D | X | | CEO | |

201 E. SANDPOINTE AVENUE
SUITE 800
SANTA ANA, CA 92707-6708

Signatures

/s/Paul D. Arling, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached)

02/24/2014

__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) This is the weighted average of the price traded. The high was \$40.62 and the low was \$40.00.
 - (2) This is the weighted average of the price traded. The high was \$43.25 and the low was \$40.50.
 - (3) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.

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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