

Bennett Paul J
 Form 4
 April 04, 2013

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 SANDPOINTE AVENUE, SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2012

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/28/2013 | 02/28/2013 | M | 32,811 A | \$ 12.58 | 96,135 | D |
| Common Stock | 02/28/2013 | 02/28/2013 | S | 32,811 D | \$ 19.152 | 63,344 | D |

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

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- (2) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- (3) Number of Derivative Securities beneficially owned following reported transaction has been adjusted to reflect an adjustment for 10,000 options that have expired.

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.