

LILLENES ROBERT P
Form 4
January 06, 2006

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 *
LILLENES ROBERT P

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)
6101 GATEWAY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & COO

CYPRESS, CA 90630

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)
				(A) or (D) Code V Amount Price			
Common Stock	12/23/2005	12/23/2005	M	4,815 A \$ 8.45	4,815	D	
Common Stock	12/23/2005	12/23/2005	S	4,815 D \$ 17.75	0	D	
Common Stock	01/04/2006	01/04/2006	M	8,421 A \$ 8.45	8,421	D	
Common Stock	01/04/2006	01/04/2006	S	8,421 D \$ 17.75	0	D	
Common Stock	01/05/2006	01/05/2006	M	4,317 A \$ 8.45	4,317	D	

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Common Stock 01/05/2006 01/05/2006 S 4,317 D \$ 18 0 D

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

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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)	Amount or Number of Shares
Employee Stock Option (Rt to Buy)	\$ 8.45	12/23/2005	12/23/2005	M	4,815	11/12/2003 11/12/2012	Common Stock	4,815
Employee Stock Option (Rt to Buy)	\$ 8.45	01/04/2006	01/04/2006	M	8,421	11/12/2003 11/12/2012	Common Stock	8,421
Employee Stock Option (Rt to Buy)	\$ 8.45	01/05/2006	01/05/2006	M	4,317	11/12/2003 11/12/2012	Common Stock	4,317

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLENES ROBERT P 6101 GATEWAY DRIVE CYPRESS, CA 90630			President & COO	

Signatures

/s/Robert P. Lilleness, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached)

01/06/2006

__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).

Remarks:

Cashless Exercise of Employee Stock Option.

Transactions made in accordance with a Rule 10b5-1 Trading Plan established by Reporting Person on November 30, 2005.

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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