

BLACKMORE PETER
Form 4
March 02, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BLACKMORE PETER

(Last) (First) (Middle)

**C/O UTSTARCOM, INC., 1275
HARBOR BAY PARKWAY**

(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UTSTARCOM INC [UTSI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (D) Price | | | |
| Common Stock | 02/26/2010 | | M | 21,250 A \$ 0 | 1,027,603 | D | |
| Common Stock | 02/26/2010 | | M | 42,500 A \$ 0 | 1,070,103 | D | |
| Common Stock | 02/26/2010 | | M | 28,091 A \$ 0 | 1,098,194 | D | |
| Common Stock | 02/26/2010 | | M | 74,385 A \$ 0 | 1,172,579 | 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)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(1)</u> | 02/26/2010 | | M | 21,250 | <u>(2)</u> / <u>(2)</u> | Common Stock | 21,250 |
| Restricted Stock Units | <u>(1)</u> | 02/26/2010 | | M | 42,500 | <u>(3)</u> / <u>(3)</u> | Common Stock | 42,500 |
| Restricted Stock Units | <u>(1)</u> | 02/26/2010 | | M | 28,091 | <u>(4)</u> / <u>(4)</u> | Common Stock | 28,091 |
| Restricted Stock Units | <u>(1)</u> | 02/26/2010 | | M | 74,385 | <u>(5)</u> / <u>(5)</u> | Common Stock | 74,385 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLACKMORE PETER C/O UTSTARCOM, INC., 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502 | X | | CEO & President | |

Signatures

Peter Blackmore 03/01/2010

**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) Each restricted stock unit represents a contingent right to receive one share of UTStarcom stock.
- (2) The restricted stock units vest in installments beginning: 25% on February 27, 2009 and 25% annually thereafter.
- (3) The remaining restricted stock units vested on February 26, 2010.
- (4) The restricted stock units vest in installments beginning: 25% on February 26, 2010 and 25% annually thereafter, subject to Mr. Blackmore's continued service to the Company through each applicable vesting date.

At its meeting on February 18, 2010, the Compensation Committee determined that Mr. Blackmore had earned 66.2% of the performance award granted to him on February 27, 2009 based on achievement of management performance objectives for fiscal year 2009. The earned portion of the award vests 50% on February 26, 2010 and February 28, 2011.

(5) 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.