

TOY THOMAS J  
Form 4  
July 08, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
TOY THOMAS J

(Last) (First) (Middle)

PACRIM VENTURE PARTNERS,, 535 MIDDLEFIELD ROAD, SUITE 280

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/24/2011

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)

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	06/24/2011		J <sup>(1)</sup>	310,145 D \$ 0 0		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)**

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.17	06/24/2011		<u>J(1)</u>		288,479	<u>(2)</u>	09/30/2020	Common Stock	288,479
Stock Option (right to buy)	\$ 2.09	06/24/2011		<u>J(1)</u>		158,373	<u>(3)</u>	09/30/2016	Common Stock	158,373
Stock Option (right to buy)	\$ 3.37	06/24/2011		<u>J(1)</u>		146,884	<u>(4)</u>	09/30/2015	Common Stock	146,884
Stock Option (right to buy)	\$ 2.9	06/24/2011		<u>J(1)</u>		45,517	<u>(5)</u>	11/30/2014	Common Stock	45,517
Stock Option (right to buy)	\$ 7.67	06/24/2011		<u>J(1)</u>		19,905	<u>(6)</u>	04/27/2016	Common Stock	19,905
Stock Option (right to buy)	\$ 7.98	06/24/2011		<u>J(1)</u>		25,000	<u>(7)</u>	10/28/2015	Common Stock	25,000
Stock Option (right to buy)	\$ 6.84	06/24/2011		<u>J(1)</u>		20,000	<u>(8)</u>	05/11/2015	Common Stock	20,000
Stock Option (right to buy)	\$ 16.34	06/24/2011		<u>J(1)</u>		25,000	<u>(9)</u>	08/27/2014	Common Stock	25,000
Stock Option (right to buy)	\$ 45.21	06/24/2011		<u>J(1)</u>		12,500	<u>(10)</u>	08/22/2013	Common Stock	12,500
	\$ 14.31	06/24/2011		<u>J(1)</u>		13,035	<u>(11)</u>	08/23/2012		13,035

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOY THOMAS J PACRIM VENTURE PARTNERS, 535 MIDDLEFIELD ROAD, SUITE 280 MENLO PARK, CA 94025	X			

## Signatures

/s/ Linda Lee, as Attorney-in-Fact on behalf of Thomas J. Toy 07/08/2011

\*\*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).
- In connection with the reorganization of the corporate structure of the group of companies controlled by UTStarcom, Inc. to change its place of incorporation from Delaware to the Cayman Islands, each outstanding share of UTStarcom, Inc. common stock was converted into the right to receive the same number of ordinary shares in the capital of UTStarcom Holdings Corp., a Cayman Islands company. In addition, all outstanding equity awards of UTStarcom, Inc. were assumed by UTStarcom Holdings Corp. to provide for the issuance of UTStarcom Holdings Corp. ordinary shares rather than UTStarcom, Inc. common stock upon the exercise or conversion of such awards.
- (1) 1/12th monthly with the first vesting date occurring on October 31, 2010.
  - (2) 1/12th monthly with the first vesting date occurring on October 31, 2009. Fully vested.
  - (3) 1/12th monthly with the first vesting date occurring on October 30, 2008. Fully vested.
  - (4) 1/12th monthly with the first vesting date occurring on December 30, 2007. Fully vested.
  - (5) 1/12 per month each month after April 27, 2006. Fully vested.
  - (6) 1/6 exercisable on October 28, 2005, additional 1/12 on the 23rd day of each month thereafter. Fully vested.
  - (7) 100% of the option shall be exercisable on May 11, 2006.
  - (8) 1/12 per month each month after August 27, 2004. Fully vested.
  - (9) 1/12 per month each month after August 22, 2003. Fully vested.
  - (10) 1/12 per month each month after August 23, 2002. Fully vested.

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.