

WU YING
Form 4
December 29, 2005

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 *
WU YING

(Last) (First) (Middle)

10F TOWER E2, THE TOWERS
ORIENTAL PLAZA,, NO.1 EAST
CHANG AN AVE, DONGCHENG
DIST.

(Street)

BEIJING, F4 100738

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2005

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)
Executive VP & Vice Chairman

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/23/2005 | | G ⁽¹⁾ | V 2,400 D \$ 0 | 4,107,201 | D | (2) |
| Common Stock | 09/23/2005 | | G ⁽³⁾ | V 2,400 D \$ 0 | 4,104,801 | D | (4) |
| Common Stock | 09/23/2005 | | G ⁽⁵⁾ | V 2,400 D \$ 0 | 4,102,401 | D | (6) |
| Common Stock | 09/23/2005 | | G ⁽⁷⁾ | V 2,400 D \$ 0 | 4,100,001 | D | (8) |
| | 09/23/2005 | | G ⁽⁹⁾ | V 2,400 D \$ 0 | 4,097,601 | D | (10) |

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| | | | | | | | | |
|--------------|------------|-------------------|---|---------|---|------|-----------|-------------------|
| Common Stock | | | | | | | | |
| Common Stock | 09/23/2005 | G ⁽¹¹⁾ | V | 2,400 | D | \$ 0 | 4,095,201 | D ⁽¹²⁾ |
| Common Stock | 09/23/2005 | G ⁽¹³⁾ | V | 2,400 | D | \$ 0 | 4,092,801 | D ⁽¹⁴⁾ |
| Common Stock | 09/23/2005 | G ⁽¹⁵⁾ | V | 2,400 | D | \$ 0 | 4,090,401 | D ⁽¹⁶⁾ |
| Common Stock | 12/27/2005 | G ⁽¹⁷⁾ | V | 100,000 | D | \$ 0 | 3,990,401 | D ⁽¹⁸⁾ |

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.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WU YING 10F TOWER E2, THE TOWERS ORIENTAL PLAZA, NO.1 EAST CHANG AN AVE, DONGCHENG DIST. BEIJING, F4 100738 | X | | Executive VP & Vice Chairman | |

Signatures

By Thomas Savage, as Attorney-in-Fact on behalf of
Ying Wu

12/29/2005

__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) Transfer of shares to May Wang Chen. The reporting person disclaims beneficial ownership of the issuer's common stock held by May Wang Chen.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,507,087 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (2) Transfer of shares to Michael Chen. The reporting person disclaims beneficial ownership of the issuer's common stock held by Michael Chen.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,504,687 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (3) Transfer of shares to Doris Zhang. The reporting person disclaims beneficial ownership of the issuer's common stock held by Doris Zhang.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,502,287 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (4) Transfer of shares to Melody Zhang. The reporting person disclaims beneficial ownership of the issuer's common stock held by Melody Zhang.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,499,887 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (5) Transfer of shares to Yadan Wang Chen. The reporting person disclaims beneficial ownership of the issuer's common stock held by Yadan Wang Chen.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,497,487 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (6) Transfer of shares to Weidong Wang. The reporting person disclaims beneficial ownership of the issuer's common stock held by Weidong Wang.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,495,087 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (7) Transfer of shares to Jessica Chen. The reporting person disclaims beneficial ownership of the issuer's common stock held by Jessica Chen.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,492,687 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (8) Transfer of shares to Jessica Chen. The reporting person disclaims beneficial ownership of the issuer's common stock held by Jessica Chen.
This amount represents the following shares directly and indirectly owned by the reporting person: (i) 1,492,687 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.

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- (15) Transfer of shares to Joanna Chen. The reporting person disclaims beneficial ownership of the issuer's common stock held by Joanna Chen.
- This amount represents the following shares indirectly owned by the reporting person: (i) 1,490,287 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (16)
- (17) Transfer of shares to The Rainbow Private Foundation Inc. ("Rainbow") a newly formed private charitable foundation of which the reporting person and his spouse are the sole officers. The foundation has no shareholders. The reporting person disclaims beneficial ownership of the issuer's common stock held by Rainbow.
- This amount represents the following shares indirectly owned by the reporting person: (i) 1,390,287 shares held directly; (ii) 4,868 shares registered in the name of Wu Living Trust; (iii) 4,873 shares registered in the name of Ashley Wu Trust-1998; (iv) 4,873 shares registered in the name of Richard Wu Trust-1998; (v) 1,505,500 shares registered in the name of Wu Partners; and (vi) 1,080,000 shares registered in the name of Stonybrook Investors L.P.
- (18)

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.