

Marsch Susan  
 Form 3  
 February 25, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Marsch Susan</p> <p>(Last) (First) (Middle)</p> <p>C/O UTSTARCOM,                  INC.,Â 1275 HARBOR BAY                  PARKWAY</p> <p>(Street)</p> <p>ALAMEDA,Â CAÂ 64502</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/18/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UTSTARCOM INC [UTSI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  SVP and General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,235	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (option to buy)	Â (1)	10/31/2014	Common Stock	125,000	\$ 3.2	D	Â
Restricted Stock Units	Â (3)	11/30/2014	Common Stock	30,000	\$ (2)	D	Â
Restricted Stock Units	Â (4)	03/01/2015	Common Stock	120,000	\$ (2)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marsch Susan C/O UTSTARCOM, INC. 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502	Â	Â	Â SVP and General Counsel	Â

## Signatures

Susan Marsch                      02/25/2009  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The vesting schedule is 1/4 of the shares on April 30, 2008, and 1/36 of the remaining shares per month thereafter for the remaining shares.
- (2) Each restricted stock unit represents a contingent right to receive one share of UTStarcom common stock.
- (3) The restricted stock units will vest as to 10,000 shares on each of February 27, 2009, February 26, 2010 and February 28, 2011.
- (4) The restricted stock units will vest as to 25% of the shares on each of February 27, 2009, February 26, 2010, February 28, 2011 and February 29, 2012.

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.