

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

November 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
TOWNSEND KIRK E2. Issuer Name and Ticker or Trading
Symbol
UNIVERSAL COMPRESSION
HOLDINGS INC [UCO]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4444 BRITTMOORE ROAD

(Street)

HOUSTON, TX 77041

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/20064. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Sr VP and Pres US Div6. 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 Indirect Beneficial (Instr. 4)
Common Stock, par value \$0.01 per share	11/15/2006		M	12,024 A	\$ 33.6 45,906 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	11/15/2006		M	6,668 A	\$ 16.71 52,574 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	11/15/2006		S	300 D	\$ 62.5 52,274 ⁽¹⁾	D	

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Common Stock, par value \$0.01 per share	11/15/2006	S	400	D	\$ 62.48	51,874 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	200	D	\$ 62.46	51,674 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	400	D	\$ 62.45	51,274 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	100	D	\$ 62.44	51,174 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	100	D	\$ 62.43	51,074 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	2,400	D	\$ 62.41	48,674 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	500	D	\$ 62.4	48,174 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	1,200	D	\$ 62.39	46,974 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	4,000	D	\$ 62.38	42,974 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	1,000	D	\$ 62.37	41,974 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	11/15/2006	S	600	D	\$ 62.36	41,374 ⁽¹⁾	D
	11/15/2006	S	900	D		40,474 ⁽¹⁾	D

Common
Stock, par
value \$0.01
per share

\$
62.35

Common
Stock, par
value \$0.01
per share

11/15/2006 S 6,000 D \$ 62.34 34,474 ⁽¹⁾ D

Common
Stock, par
value \$0.01
per share

11/15/2006 S 592 D \$ 62.33 33,882 ⁽¹⁾ D

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

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(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
Stock Option (right to buy)	\$ 33.6	11/15/2006		M	12,024	⁽²⁾ 04/20/2011	Common Stock	12,024
Stock Option (right to buy)	\$ 16.71	11/15/2006		M	6,668	⁽³⁾ 03/10/2013	Common Stock	6,668

Reporting Owners

Reporting Owner Name / Address	Relationships
Director	10% Owner
	Officer
	Other
	Sr VP and Pres US Div

TOWNSEND KIRK E
4444 BRITTMOORE ROAD
HOUSTON, TX 77041

Signatures

Kelly M. Battle, Attorney-in-Fact for Kirk E.
Townsend

11/17/2006

__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).
- (1) Includes 463 shares through the Employee Supplemental Savings Plan, 1,170 shares through the 401(k) Plan and 215 shares through the Employee Stock Purchase Plan.
- (2) This option vested in three equal installments on April 20, 2002, 2003 and 2004.
- (3) This option vested in three equal installments on March 10, 2004, 2005 and 2006.

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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