#### GRANGER CLARENCE L

Form 4/A January 31, 2011

## FORM 4

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

OMB Number: 3235-0287

burden hours per

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

	R CLARENCE L	Symbol ULTRA	2. Issuer Name and Ticker or Trading Symbol ULTRA CLEAN HOLDINGS INC [UCTT]				Issuer (Check all applicable)		
	(First) (M LEAN HOLDINGS 22 CORPORATE A	(Month/D O7/27/20	•	nnsaction			_X_ Director _X_ Officer (give below)		Owner er (specify
HAYWAR	(Street) D, CA 94545 (State)	Filed(Mor 07/28/20					Person	One Reporting Pe More than One Re	erson eporting
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Tabi	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4	ies Acesposed and 5  (A) or	quired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	07/27/2010		Code V M	Amount 40,843 (2)	(D)	Price \$ 1.11	402,238 (2) (3)	D	

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)

### Edgar Filing: GRANGER CLARENCE L - Form 4/A

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 or 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 An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.11	07/27/2010		M	40,843	02/27/2010(1)	02/27/2019	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>--</b>	Director	10% Owner	Officer	Other			
GRANGER CLARENCE L							
ULTRA CLEAN HOLDINGS INC.	X		Chairman and CEO				
26462 CORPORATE AVE	Λ						
HAYWARD, CA 94545							

## **Signatures**

/s/ Angie Sandoval, Attorney-in-Fact

01/31/2011

\*\*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).
- (1) The option becomes exercisable over 4 years from the date of grant, with 25% becoming exercisable after the first year and monthly thereafter.
  - This Form 4 amendment is being filed to correct the information regarding which option was exercised on July 27, 2010. The number total shares acquired on exercise of stock options was correct, but the option was inadvertently misidentified. The option originally
- (2) reported with an exercise price of \$6.55 was not exercised. Instead, the option reported in this Form 4 was exercised for 40,843 shares rather than 6,250 shares. This Form 4 amendment reflects only those transactions related to this corrected option exercise. The total number of options exercised, and the total number of shares sold, on July 27, 2010 was reported correctly in the original Form 4.
- The Form 4 amendment does not re-report the sales of the shares acquired on exercise of the stock options because the sale was already reported correctly, so the number of securities beneficially owned by the reported person after the corrected transactions reported in this Form 4 amendment remained 361,395 after the transactions on July 27, 2010.

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.

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