## Edgar Filing: Ultra Clean Holdings, Inc. - Form 4

Ultra Clean Holding, Inc.       Form 4         Form 4       The provide the											
1. Name and Address of Reporting Person <u>*</u> LEV LAVI			2. Issuer Name <b>and</b> Ticker or Trading Symbol Ultra Clean Holdings, Inc. [UCTT]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) ULTRA CLEAN HOLDINGS, INC., 26462 CORPORATE AVENUE			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/22/2015</li></ul>					Director 10% Owner X Officer (give title Other (specify below) below) SVP, Asia			
HAYWARI	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>						
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any		3. Transactic Code (Instr. 8)	on(A) or D (D) (Instr. 3,	ispose 4 and (A) or	d of 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)		
Common Stock	02/22/2015			F	Amount 446 (1)		Price \$ 8.41	61,287	D		
Common Stock	02/22/2015			F	1,632 (2)	D	\$ 8.41	59,655	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.

## Edgar Filing: Ultra Clean Holdings, Inc. - Form 4

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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			
LEV LAVI ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVENUE HAYWARD, CA 94545			SVP, Asia				
Signatures							
/s/ Angie Sandoval, as attorney-in-fac Lavi Lev	t for	02/24/2015					
<u>**</u> 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) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a performance restricted stock unit award originally reported by the reporting person in Forms 4 filed with the Commission on February 18, 2014.
- (2) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on May 23, 2013.

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.