

UNIVERSAL COMPRESSION HOLDINGS INC  
Form 8-K  
May 18, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 31, 2005**

**UNIVERSAL COMPRESSION HOLDINGS, INC.**  
**UNIVERSAL COMPRESSION, INC.**

(Exact name of registrants as specified in their charters)

**Delaware**  
**Texas**  
(State or other jurisdiction  
of incorporation)

**001-15843**  
**333-48279**  
(Commission  
File Number)

**13-3989167**  
**74-1282680**  
(IRS Employer  
Identification No.)

**4444 Brittmoore Road**  
**Houston, Texas**  
(Address of principal executive offices)

**77041**  
(Zip Code)

Registrants telephone number, including area code: **(713) 335-7000**

N/A

## Edgar Filing: UNIVERSAL COMPRESSION HOLDINGS INC - Form 8-K

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

1. Changes to Director Compensation

On March 31, 2005, the Board of Directors of Universal Compression Holdings, Inc. (the Company ), approved changes to cash retainer fees for non-management directors of the Company, as proposed by the Nominating and Corporate Governance Committee, as follows:

The annual board member retainer was increased to \$30,000 from \$24,000, effective April 1, 2005.

The Compensation Committee chairperson will receive an additional \$5,000 annual retainer, effective April 1, 2005.

The Nominating and Corporate Governance Committee chairperson will receive an additional \$5,000 annual retainer, effective April 1, 2005.

The Audit Committee chairperson will receive an additional \$10,000 annual retainer, effective April 1, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**UNIVERSAL COMPRESSION HOLDINGS, INC.**  
**UNIVERSAL COMPRESSION, INC.**  
(Registrants)

Date: May 18, 2005

By: /s/ D. BRADLEY CHILDERS  
D. Bradley Childers  
Senior Vice President, General Counsel and Secretary