

UNIVERSAL COMPRESSION HOLDINGS INC
Form SC 13D/A
July 02, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)*

Universal Compression Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

913431 10 2

(CUSIP Number)

Burt M. Martin
Weatherford International, Inc.
515 Post Oak Boulevard, Suite 600
Houston, Texas 77027
(713) 693-4000

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

June 26, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), Section 240.13d-1(f) or Section 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 1 of 15

SCHEDULE 13D

CUSIP NO. 9134341 10 2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Weatherford International Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

	7	SOLE VOTING POWER	
			13,750,000 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	-0-
	9	SOLE DISPOSITIVE POWER	13,750,000 shares
	10	SHARED DISPOSITIVE POWER	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,750,000 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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45% (based on Quarterly Report on Form 10-Q filed by the Issuer in February 2002)

14 TYPE OF REPORTING PERSON
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 2 of 15

SCHEDULE 13D

CUSIP NO. 9134341 10 2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Weatherford International, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER
		-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		-0-

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 3 of 15

SCHEDULE 13D

CUSIP NO. 9134341 10 2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WEUS Holding, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

-0-

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EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	-0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
	[]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%	
14	TYPE OF REPORTING PERSON	
	CO	

*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 4 of 15

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 4 (this "Amendment No. 4") to the Statement on Schedule 13D filed on November 2, 2000, as amended by Amendment No. 1 filed on November 3, 2000, Amendment No. 2 filed on February 14, 2001 and Amendment No. 3 filed on December 10, 2001 (collectively, the "Statement"), relates to the beneficial ownership of shares of common stock, par value \$0.01 per share ("Universal Common Stock"), of Universal Compression Holdings, Inc. ("Universal"). The address of Universal's principal executive offices is 4440 Brittmoore Road, Houston, Texas 77041.

This Amendment No. 4 is being filed by Weatherford International Ltd., a Bermuda exempted company ("Weatherford Bermuda"), Weatherford International, Inc., a Delaware corporation and a wholly owned subsidiary of Weatherford Bermuda ("Weatherford Delaware"), and WEUS Holding, Inc., a Delaware corporation and a wholly owned subsidiary of Weatherford Delaware ("WEUS") (each individually a "Reporting Person" and together, the "Reporting Persons") to (a) reflect the transfer of beneficial ownership of Universal Common Stock from WEUS to Weatherford Bermuda and (b) amend Items 1, 2, 3, 4, 5, 6 and 7 of the Statement. Capitalized terms not defined herein shall have the meanings ascribed to them in the Statement.

ITEM 2. IDENTITY AND BACKGROUND.

Schedule I of the Statement, which contains information concerning the executive officers and directors of Weatherford Bermuda and Weatherford Delaware required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D, is hereby supplemented by Schedule I attached hereto and incorporated herein by reference. Such executive officers and directors may be deemed, but are not conceded to be, controlling persons of Weatherford Bermuda

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and/or Weatherford Delaware. Except for Weatherford Bermuda's control of Weatherford Delaware, and Weatherford Bermuda's and Weatherford Delaware's control of WEUS, no corporation or other person is or may be deemed to be ultimately in control of Weatherford Bermuda, Weatherford Delaware or WEUS.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATION

The following is added as the last paragraph of Item 3 of the Statement:

On June 26, 2002, Weatherford Bermuda acquired from WEUS 13,750,000 shares of Universal Common Stock. The consideration for the purchase consisted of a promissory note in the amount of \$299,062,500, which amount was based on the closing price of Universal Common Stock on the New York Stock Exchange on June 26, 2002. The promissory note, which is filed as Exhibit B hereto and incorporated by reference herein, has an initial maturity date of June 25, 2010 and pays interest at 6.5% per annum. WEUS may demand payment in full of principal and interest due thereon at any time and for any reason prior to the maturity date. WEUS may assign its rights under the Registration Rights Agreement to Weatherford Bermuda.

Page 5 of 15

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended to include the following as the last paragraph of such section:

On June 26, 2002, Weatherford Bermuda acquired from WEUS 13,750,000 shares of Universal Common Stock through an intercompany transfer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Section (a) of Item 5 of the Statement is hereby amended to replace the second paragraph as follows:

The aggregate 13,750,000 shares of Universal Common Stock that the Reporting Persons may be deemed to beneficially own represent approximately 45% of the outstanding shares of Universal Common Stock. Weatherford Bermuda purchased these shares from WEUS.

Section (b) of Item 5 of the Statement is hereby amended and restated in its entirety to read as follows:

(b) The number of shares of Universal Common Stock as to which there is sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for each Reporting Person is set forth on the cover pages of this Amendment No. 4, and such information is incorporated herein by reference.

The Reporting Persons may be deemed to have the sole power to vote or direct the voting of up to 13,750,000 shares of Universal Common Stock, which amount is equal to 45% of the shares of Universal Common Stock outstanding based upon Universal's Quarterly Report on Form 10-Q filed in February 2002.

The Reporting Persons may be deemed to have the sole power to dispose of or direct the disposition of all 13,750,000 shares of Universal Common Stock and will not share the power to dispose of or direct the disposition of such

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shares with any other person.

Section (c) of Item 5 of the Statement is hereby amended in its entirety to read as follows:

(c) On June 26, 2002, Weatherford Bermuda purchased 13,750,000 shares of Universal Common Stock from WEUS for aggregate consideration of \$299,062,500, or \$21.75 per share. The consideration per share was based upon the closing price of Universal Common Stock on the New York Stock Exchange on June 26, 2002. Weatherford Bermuda paid the consideration in the form of a promissory note, the terms of which are more fully described in Item 3 of this Statement.

Page 6 of 15

Section (e) of Item 5 of the Statement is hereby amended in its entirety to read as follows:

(e) On June 26, 2002, WEUS ceased to own any shares of Universal Common Stock as a result of the sale of its holdings to Weatherford Bermuda.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended to add the following as the last paragraph thereof:

Pursuant to the terms of the Registration Rights Agreement, WEUS may assign its rights under the Registration Rights Agreement to any person. WEUS may assign its rights thereunder to Weatherford Bermuda.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented to include the following:

A. Joint Filing Agreement

B. Promissory Note, dated June 26, 2002, between Weatherford International Ltd., as maker, and WEUS Holding, Inc., as payee.

Page 7 of 15

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 2, 2002

WEATHERFORD INTERNATIONAL LTD.

By: /s/ BURT M. MARTIN

Name: Burt M. Martin

Title: Senior Vice President, General Counsel

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and Secretary

WEATHERFORD INTERNATIONAL, INC.

By: /s/ BURT M. MARTIN

Name: Burt M. Martin
Title: Senior Vice President, General Counsel
and Secretary

WEUS HOLDING, INC.

By: /s/ BURT M. MARTIN

Name: Burt M. Martin
Title: Assistant Secretary

Page 8 of 15

SCHEDULE I

(Supplementing information previously filed with respect to Weatherford International, Inc. and adding information for Weatherford International Ltd.)

DIRECTORS AND EXECUTIVE OFFICERS
OF
WEATHERFORD INTERNATIONAL LTD.
AND
WEATHERFORD INTERNATIONAL, INC.

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Weatherford Bermuda and Weatherford Delaware. Each person holds the same office for both entities. Unless otherwise indicated below, each such person is a citizen of the United States of America and is an employee of Weatherford Delaware, and the business address of each such person is c/o Weatherford International, Inc., 515 Post Oak Boulevard, Suite 600, Houston, Texas 77027. During the last five years, none of the persons listed below has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor has any of such persons been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Name	Present Principal Occupation or Employment; Business Address
----	-----
Bernard J. Duroc-Danner	Chairman of the Board of Directors, President and Chief Executive Officer
Donald R. Galletly	Senior Vice President - Marketing
E. Lee Colley, III	Senior Vice President and President - Artificial Lift Systems

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Jon R. Nicholson	Senior Vice President - Human Resources and Information Techn and Assistant Secretary
Gary L. Warren	Senior Vice President and President - Drilling & Intervention
Mark E. Hopmann	Senior Vice President and President - Completion Systems

Page 9 of 15

Name -----	Present Principal Occupation or Employment; Business Address -----
Lisa W. Rodriguez	Senior Vice President, Chief Financial Officer and Assistant
Burt M. Martin	Senior Vice President, General Counsel and Secretary
James N. Parmigiano	Vice President - Operational Controller
James M. Hudgins	Treasurer and Assistant Secretary
Elizabeth N. Idom	Assistant Treasurer
Andrew P. Becnel	Assistant Secretary
Philip Burguieres	Director of Weatherford Bermuda and Weatherford Delaware and Chief Executive Officer of EMC Holdings, LLC, a private energ investment firm Reliant Stadium Two Reliant Park Houston, Texas 77054
David J. Butters	Director of Weatherford Bermuda and Weatherford Delaware and Managing Director of Lehman Brothers Inc., an investment bank company Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, New York 10022
Sheldon B. Lubar	Director of Weatherford Bermuda and Weatherford Delaware and Chairman of Lubar & Company, a private investment and managem company Lubar & Company 700 North Water St., #1200 Milwaukee, Wisconsin 53202
William Macaulay	Director of Weatherford Bermuda and Weatherford Delaware and Chief Executive Officer of First Reserve Corporation, a corpo that manages various investment company funds First Reserve Corporation 411 West Putnam Avenue, #109 Greenwich, Connecticut 06830

Name -----	Present Principal Occupation or Employment; Business Address -----
Robert B. Millard	Director of Weatherford Bermuda and Weatherford Delaware and Managing Director of Lehman Brothers Inc., an investment bank company Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, New York 10022
Robert K. Moses, Jr.	Director of Weatherford Bermuda and Weatherford Delaware and private investor, principally in the oil and gas exploration oilfield services business in Houston, Texas Black Jack Resources, Inc. 1220 Augusta, #240 Houston, Texas 77057
Robert A. Rayne	Director of Weatherford Bermuda and Weatherford Delaware and Executive Director of London Merchant Securities plc, a United Kingdom-listed public limited company engaged in property invest- ment and development with major investments in leisure enterprises London Merchant Securities plc 33 Robert Adam Street London W1U 3HR England Mr. Rayne is a citizen of the U.K.

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
A.	Joint Filing Agreement
B.	Promissory Note, dated June 26, 2002, between Weatherford International Ltd., as maker, and WEUS Holding, Inc., as payee.