

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

May 15, 2006

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

OMB APPROVAL

OMB
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if no longer
subject to
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)
05/11/20064. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Sr VP and Pres US Div

6. 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/11/2006		M	35,306 A	\$ 21.3 68,790 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	05/11/2006		S	4,306 D	\$ 61.1 64,484 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	05/11/2006		S	100 D	\$ 61.13 64,384 ⁽¹⁾	D	

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Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.15	64,284 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.25	64,084 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	300	D	\$ 61.32	63,784 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.34	63,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	500	D	\$ 61.35	63,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	400	D	\$ 61.41	62,784 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.5	62,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.53	62,484 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	300	D	\$ 61.57	62,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.59	61,984 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	1,100	D	\$ 61.65	60,884 ⁽¹⁾	D
	05/11/2006	S	100	D		60,784 ⁽¹⁾	D

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Common Stock, par value \$0.01 per share					\$ 61.67		
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.68	60,584 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.69	60,484 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.7	60,284 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.73	60,084 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	400	D	\$ 61.75	59,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	500	D	\$ 61.82	59,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.85	58,984 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.86	58,884 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.99	58,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	2,600	D	\$ 62	56,084 ⁽¹⁾	D
	05/11/2006	S	200	D		55,884 ⁽¹⁾	D

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Common Stock, par value \$0.01 per share					\$ 62.02		
Common Stock, par value \$0.01 per share	05/11/2006	S	900	D	\$ 62.03	54,984 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 62.04	54,784 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	600	D	\$ 62.05	54,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	1,200	D	\$ 62.07	52,984 ⁽¹⁾	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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 21.3	05/11/2006		M	35,306	02/19/2003 ⁽²⁾ 02/19/2012	Common Stock 35,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND KIRK E 4444 BRITTMOORE ROAD HOUSTON, TX 77041			Sr VP and Pres US Div	

Signatures

D. Bradley Childers, Attorney-in-Fact for Kirk E.
Townsend

05/15/2006

__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 386 shares through the Employee Supplemental Savings Plan and 1,064 shares through the 401(k) Plan.

(2) This option vested in three equal installments on February 19, 2003, 2004 and 2005.

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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