

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 (A) 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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock, par value \$0.01 per share | 05/11/2006                           |                                                    | S                              |                                                                   | 200    | D \$ 62.77       | 41,284 <sup>(1)</sup>                                                                         | D                                                        |                                   |
| Common Stock, par value \$0.01 per share | 05/11/2006                           |                                                    | S                              |                                                                   | 400    | D \$ 62.8        | 40,884 <sup>(1)</sup>                                                                         | D                                                        |                                   |
| Common Stock, par value \$0.01 per share | 05/11/2006                           |                                                    | S                              |                                                                   | 1,000  | D \$ 62.72       | 39,884 <sup>(1)</sup>                                                                         | D                                                        |                                   |

|                                                   |            |   |       |   |             |                       |   |
|---------------------------------------------------|------------|---|-------|---|-------------|-----------------------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 500   | D | \$<br>62.73 | 39,384 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 300   | D | \$<br>62.68 | 39,084 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 200   | D | \$<br>62.67 | 38,884 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 500   | D | \$<br>62.64 | 38,384 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 100   | D | \$<br>62.61 | 38,284 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 3,600 | D | \$<br>62.65 | 34,684 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 100   | D | \$<br>62.62 | 34,584 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 100   | D | \$<br>62.63 | 34,484 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 05/11/2006 | S | 1,000 | D | \$<br>62.71 | 33,484 <sup>(1)</sup> | 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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Amount<br>or<br>Number<br>of<br>Shares                                    |                                                     |                                                                             |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Title                                                                     |                                                     |                                                                             |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Date<br>Exercisable                                                       | Expiration<br>Date                                  |                                                                             |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Code                                                                      | V                                                   | (A) (D)                                                                     |

Reporting Owners

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

Signatures

|                                                               |            |
|---------------------------------------------------------------|------------|
| D. Bradley Childers, Attorney-in-Fact for Kirk E.<br>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.

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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