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UNIVERSAL COMPRESSION HOLDINGS INC
Form POS AM
May 31, 2002

As filed with the Securities and Exchange Commission on May 31, 2002.

Registration No. 333-46208

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNIVERSAL COMPRESSION HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	13-3989167
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4440 BRITTMOORE ROAD
HOUSTON, TEXAS 77041
(713) 335-7000
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

AGENT FOR SERVICE:

STEPHEN A. SNIDER
PRESIDENT AND CHIEF EXECUTIVE OFFICER
UNIVERSAL COMPRESSION HOLDINGS, INC.
4440 BRITTMOORE ROAD
HOUSTON, TEXAS 77041
(713) 335-7000
(Name, address, including zip code, and
telephone number, including area code,
of agent for service)

COPIES OF COMMUNICATIONS TO:

MARK L. CARLTON
SENIOR VICE PRESIDENT AND
GENERAL COUNSEL
UNIVERSAL COMPRESSION HOLDINGS, INC.
4440 BRITTMOORE ROAD
HOUSTON, TEXAS 77041
(713) 335-7454
FAX: (713) 466-6720

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: This
post-effective amendment removes from registration those shares of Universal
Compression Holdings, Inc. common stock that remain unsold hereunder as of
the effective date hereof.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the
following box. / /

If any of the securities being registered on this Form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities
Act of 1933, other than securities offered only in connection with dividend

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or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

THIS POST-EFFECTIVE AMENDMENT SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(c) OF THE SECURITIES ACT OF 1933, ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(c), MAY DETERMINE.

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DEREGISTRATION OF SECURITIES

On September 20, 2000, Universal Compression Holdings, Inc., a Delaware corporation, filed a registration statement on Form S-3 (No. 333-46208) covering the sale of 500,000 shares of Universal's common stock, par value \$.01 per share, from time to time by selling stockholders named in the prospectus. This registration statement was filed to register the sale of a portion of the shares of Universal common stock issued to the former stockholders of Gas Compression Services, Inc., which was acquired by Universal on September 15, 2000. On October 30, 2000, Universal filed a pre-effective amendment to the registration statement, and the Commission declared it effective on November 2, 2000. The remaining shares issued to the former stockholders of Gas Compression Services, Inc. were covered under another registration statement on Form S-3 (No. 333-50302) filed on November 20, 2000.

In accordance with the undertaking contained in Part II, Item 17(A) (3) of the registration statement pursuant to Item 512(a) (3) of Regulation S-K, Universal is filing this post-effective amendment to remove from registration all of the shares that remain unsold under the registration statement as of the date hereof. Universal is deregistering these shares because its obligation to maintain the effectiveness of the registration statement pursuant to the terms of the Registration Agreement between Universal and the selling stockholders, dated September 15, 2000, has expired.

Accordingly, Universal is filing this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 to deregister the number of shares of its common stock covered by the registration statement that remain unsold as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478(a)(4) thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 30, 2002.

UNIVERSAL COMPRESSION HOLDINGS, INC.

By: /s/ STEPHEN A. SNIDER

Stephen A. Snider
PRESIDENT AND CHIEF EXECUTIVE OFFICER
AGENT FOR SERVICE

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