

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

December 12, 2006

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

Check this box
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DANNER ERNIE L

2. 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

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Exec VP & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	12/08/2006		M	19,015 A	\$ 16.71 104,107 ⁽¹⁾	D	
Common Stock, par value \$0.01	12/08/2006		M	50,000 A	\$ 21.3 154,107 ⁽¹⁾	D	
Common Stock, par value \$0.01	12/08/2006		S	900 D	\$ 63.95 153,207 ⁽¹⁾	D	
Common Stock, par	12/08/2006		S	400 D	\$ 63.87 152,807 ⁽¹⁾	D	

value \$0.01

Common Stock, par value \$0.01	12/08/2006	S	500	D	\$ 63.85	152,307 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.84	152,207 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	300	D	\$ 63.83	151,907 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	1,500	D	\$ 63.8	150,407 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.79	150,307 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.76	150,207 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.72	150,107 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	600	D	\$ 63.71	149,507 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	800	D	\$ 63.7	148,707 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	600	D	\$ 63.69	148,107 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	200	D	\$ 63.67	147,907 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	2,200	D	\$ 63.66	145,707 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	5,800	D	\$ 63.65	139,907 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	600	D	\$ 63.64	139,307 <u>(1)</u>	D
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Common Stock, par value \$0.01	12/08/2006	S	300	D	\$ 63.63	139,007 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	200	D	\$ 63.61	138,807 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	4,200	D	\$ 63.6	134,607 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	300	D	\$ 63.59	134,307 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	200	D	\$ 63.58	134,107 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	700	D	\$ 63.57	133,407 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	1,000	D	\$ 63.56	132,407 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	7,800	D	\$ 63.55	124,607 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	2,600	D	\$ 63.54	122,007 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	1,200	D	\$ 63.53	120,807 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	800	D	\$ 63.52	120,007 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	4,500	D	\$ 63.51	115,507 <u>(1)</u>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)		8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 16.71	12/08/2006		M	19,015	<u>(2)</u>	03/10/2013	Common Stock	19,015	
Stock Option (right to buy)	\$ 21.3	12/08/2006		M	50,000	<u>(3)</u>	02/19/2012	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANNER ERNIE L 4444 BRITTMOORE ROAD HOUSTON, TX 77041	X		Exec VP & COO	

Signatures

Kelly M. Battle, Attorney-in-fact for Ernie L.
Danner 12/08/2006

__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 898 shares through the Employee Supplemental Savings Plan, 4,092 shares through the Employee Stock Purchase Plan (of which 3,595 of these are held directly) and 1,184 shares through the 401(k) Plan.
- (2) This option vested in three equal installments on March 10, 2004, 2005 and 2006.
- (3) 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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