

TOWNSEND KIRK E  
Form 4  
June 18, 2007

**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 \*  
TOWNSEND KIRK E

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/14/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Sr VP and Pres US Div

HOUSTON, TX 77041

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007                              |                                                             | M                                    | 1,365 A \$ 22                                                           | 37,415 <sup>(1)</sup>                                                                                              | D                                                                    |                                         |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007                              |                                                             | M                                    | 2,976 A \$ 33.6                                                         | 40,391 <sup>(1)</sup>                                                                                              | D                                                                    |                                         |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007                              |                                                             | M                                    | 4,694 A \$ 21.3                                                         | 45,085 <sup>(1)</sup>                                                                                              | D                                                                    |                                         |

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|                                                   |            |   |       |   |             |                       |   |
|---------------------------------------------------|------------|---|-------|---|-------------|-----------------------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | M | 3,325 | A | \$<br>30.07 | 48,410 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 360   | D | \$<br>77.11 | 48,050 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 3,000 | D | \$<br>77.26 | 45,050 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 100   | D | \$<br>77.33 | 44,950 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 600   | D | \$<br>77.37 | 44,350 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 400   | D | \$<br>77.41 | 43,950 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 100   | D | \$<br>77.46 | 43,850 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 1,100 | D | \$ 77.5     | 42,750 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 100   | D | \$<br>77.51 | 42,650 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 600   | D | \$<br>77.52 | 42,050 <sup>(1)</sup> | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 100   | D | \$ 77.6     | 41,950 <sup>(1)</sup> | D |
|                                                   | 06/14/2007 | S | 200   | D |             | 41,750 <sup>(1)</sup> | D |

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|                                                   |            |   |       |   |    |       |                         |
|---------------------------------------------------|------------|---|-------|---|----|-------|-------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share |            |   |       |   | \$ | 77.64 |                         |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 400   | D | \$ | 77.65 | 41,350 <sup>(1)</sup> D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 600   | D | \$ | 77.66 | 40,750 <sup>(1)</sup> D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 2,400 | D | \$ | 77.67 | 38,350 <sup>(1)</sup> D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 200   | D | \$ | 77.74 | 38,150 <sup>(1)</sup> D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 400   | D | \$ | 77.77 | 37,750 <sup>(1)</sup> D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 100   | D | \$ | 77.78 | 37,650 <sup>(1)</sup> D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/14/2007 | S | 1,600 | D | \$ | 77.81 | 36,050 <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)

| 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 Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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(D)  
(Instr. 3, 4,  
and 5)

|                             |          |            | Code | V | (A) | (D)   | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|----------|------------|------|---|-----|-------|---------------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 22    | 06/14/2007 | M    |   |     | 1,365 | 05/23/2001 <sup>(2)</sup> | 05/23/2010      | Common Stock | 1,365                      |
| Stock Option (right to buy) | \$ 33.6  | 06/14/2007 | M    |   |     | 2,976 | 04/20/2002 <sup>(2)</sup> | 04/20/2011      | Common Stock | 2,976                      |
| Stock Option (right to buy) | \$ 21.3  | 06/14/2007 | M    |   |     | 4,694 | 02/19/2003 <sup>(2)</sup> | 02/19/2012      | Common Stock | 4,694                      |
| Stock Option (right to buy) | \$ 30.07 | 06/14/2007 | M    |   |     | 3,325 | 04/30/2005 <sup>(2)</sup> | 04/30/2014      | Common Stock | 3,325                      |

## 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

Kelly M. Battle, Attorney-in-Fact for Kirk E.  
Townsend

06/18/2007

\_\_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 463 shares through the Employee Supplemental Savings Plan, 1,261 shares through the 401(k) Plan and 350 shares through the Employee Stock Purchase Plan.

(2) This option vest in three equal installments beginning one year from date of grant.

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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