

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

November 13, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNIDER STEPHEN A

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)
11/09/2006

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

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	11/09/2006		M	61,007 A	\$ 21.5 127,262 ⁽¹⁾	D	
Common Stock, par value \$0.01	11/09/2006		M	9,477 A	\$ 31.65 136,739 ⁽¹⁾	D	
Common Stock, par value \$0.01	11/09/2006		M	2,976 A	\$ 33.6 139,715 ⁽¹⁾	D	
Common Stock, par	11/09/2006		S	7 D	\$ 62.5 139,708 ⁽¹⁾	D	

value \$0.01

Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.42	139,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	300	D	\$ 62.4	139,308 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	700	D	\$ 62.39	138,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,000	D	\$ 62.38	137,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	400	D	\$ 62.36	137,208 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.35	137,008 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.34	136,908 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.33	136,808 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,200	D	\$ 62.32	135,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,500	D	\$ 62.31	134,108 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.3	134,008 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,000	D	\$ 62.29	133,008 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.28	132,808 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	500	D	\$ 62.27	132,308 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,400	D	\$ 62.26	130,908 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.25	130,808 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.24	130,708 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	1,300	D	\$ 62.23	129,408 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	1,300	D	\$ 62.22	128,108 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	800	D	\$ 62.21	127,308 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.2	127,108 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	300	D	\$ 62.19	126,808 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.18	126,608 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.17	126,508 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	1,100	D	\$ 62.16	125,408 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	2,400	D	\$ 62.15	123,008 <u>(1)</u>	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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.5	11/09/2006		M		61,007		05/30/2000	04/20/2010	Common Stock	61,007
Stock Option (right to buy)	\$ 31.65	11/09/2006		M		9,477		<u>(2)</u>	12/11/2010	Common Stock	9,477
Stock Option (right to buy)	\$ 33.6	11/09/2006		M		2,976		<u>(3)</u>	04/20/2011	Common Stock	2,976

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SNIDER STEPHEN A 4444 BRITTMOORE ROAD HOUSTON, TX 77041	X Chairman, President and CEO

Signatures

Kelly M. Battle, Attorney-in-fact for Stephen A. Snider
11/10/2006

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 1,472 shares through the Employee Supplemental Savings Plan, 1,271 shares through the 401(k) Plan and 4,116 shares through the Employee Stock Purchase Plan.
- (2) This option vested in three equal installments on December 11, 2001, 2002 and 2003.
- (3) This option vested in three equal installments on April 20, 2002, 2003 and 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.