

UNIVERSAL COMPRESSION HOLDINGS INC
Form 8-K
May 18, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 31, 2005**

UNIVERSAL COMPRESSION HOLDINGS, INC.
UNIVERSAL COMPRESSION, INC.

(Exact name of registrants as specified in their charters)

Delaware
Texas
(State or other jurisdiction
of incorporation)

001-15843
333-48279
(Commission
File Number)

13-3989167
74-1282680
(IRS Employer
Identification No.)

4444 Brittmoore Road
Houston, Texas
(Address of principal executive offices)

77041
(Zip Code)

Registrants' telephone number, including area code: **(713) 335-7000**

N/A

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement.

1. Changes to Director Compensation

On March 31, 2005, the Board of Directors of Universal Compression Holdings, Inc. (the Company), approved changes to cash retainer fees for non-management directors of the Company, as proposed by the Nominating and Corporate Governance Committee, as follows:

The annual board member retainer was increased to \$30,000 from \$24,000, effective April 1, 2005.

The Compensation Committee chairperson will receive an additional \$5,000 annual retainer, effective April 1, 2005.

The Nominating and Corporate Governance Committee chairperson will receive an additional \$5,000 annual retainer, effective April 1, 2005.

The Audit Committee chairperson will receive an additional \$10,000 annual retainer, effective April 1, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

UNIVERSAL COMPRESSION HOLDINGS, INC.
UNIVERSAL COMPRESSION, INC.
(Registrants)

Date: May 18, 2005

By: /s/ D. BRADLEY CHILDERS
D. Bradley Childers
Senior Vice President, General Counsel and Secretary