

UNIVERSAL COMPRESSION HOLDINGS INC
 Form 4
 May 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
05/11/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP and Pres US Div

HOUSTON, TX 77041
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/11/2006		M		35,306	A	\$ 21.3
					68,790	(1)	D
Common Stock, par value \$0.01 per share	05/11/2006		S		4,306	D	\$ 61.1
					64,484	(1)	D
Common Stock, par value \$0.01 per share	05/11/2006		S		100	D	\$ 61.13
					64,384	(1)	D

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Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.15	64,284 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.25	64,084 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	300	D	\$ 61.32	63,784 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.34	63,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	500	D	\$ 61.35	63,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	400	D	\$ 61.41	62,784 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.5	62,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.53	62,484 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	300	D	\$ 61.57	62,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.59	61,984 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	1,100	D	\$ 61.65	60,884 ⁽¹⁾	D
	05/11/2006	S	100	D		60,784 ⁽¹⁾	D

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Common Stock, par value \$0.01 per share					\$ 61.67		
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.68	60,584 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.69	60,484 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.7	60,284 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.73	60,084 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	400	D	\$ 61.75	59,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	500	D	\$ 61.82	59,184 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.85	58,984 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.86	58,884 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.99	58,684 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	05/11/2006	S	2,600	D	\$ 62	56,084 ⁽¹⁾	D
	05/11/2006	S	200	D		55,884 ⁽¹⁾	D

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Common Stock, par value \$0.01 per share					\$			
					62.02			
Common Stock, par value \$0.01 per share	05/11/2006	S	900	D	\$	54,984 ⁽¹⁾	D	
					62.03			
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$	54,784 ⁽¹⁾	D	
					62.04			
Common Stock, par value \$0.01 per share	05/11/2006	S	600	D	\$	54,184 ⁽¹⁾	D	
					62.05			
Common Stock, par value \$0.01 per share	05/11/2006	S	1,200	D	\$	52,984 ⁽¹⁾	D	
					62.07			

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.3	05/11/2006		M	35,306	02/19/2003 ⁽²⁾ 02/19/2012	Common Stock	35,306

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND KIRK E 4444 BRITTMOORE ROAD HOUSTON, TX 77041			Sr VP and Pres US Div	

Signatures

D. Bradley Childers, Attorney-in-Fact for Kirk E. Townsend	05/15/2006
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__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 386 shares through the Employee Supplemental Savings Plan and 1,064 shares through the 401(k) Plan.
- (2) This option vested in three equal installments on February 19, 2003, 2004 and 2005.

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