

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

August 20, 2007

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
DUTTON URIEL 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)

HOUSTON, TX 77041

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2007

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

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	08/20/2007		D ⁽¹⁾		701	D	\$ 0 0

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 28.95	08/20/2007		D ⁽²⁾			10,000	⁽³⁾	08/16/2011	Common Shares	10,000
tock Option (right to buy)	\$ 21.3	08/20/2007		D ⁽²⁾			7,500	⁽³⁾	02/19/2012	Common Shares	7,500
tock Option (right to buy)	\$ 16.71	08/20/2007		D ⁽²⁾			7,500	⁽³⁾	03/10/2013	Common Shares	7,500
tock Option (right to buy)	\$ 30.07	08/20/2007		D ⁽²⁾			7,500	⁽³⁾	04/30/2014	Common Shares	7,500
tock Option (right to buy)	\$ 38.15	08/20/2007		D ⁽²⁾			7,500	⁽³⁾	03/09/2015	Common Shares	7,500
tock Option (right to buy)	\$ 43.39	08/20/2007		D ⁽²⁾			7,500	⁽³⁾	03/03/2016	Common Shares	7,500
tock Option (right to buy)	\$ 75.27	06/12/2007		D ⁽²⁾			3,000	06/12/2008	06/12/2017	Common Shares	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUTTON URIEL E 4444 BRITTMOORE ROAD	X			

HOUSTON, TX 77041

Signatures

Uriel E. Dutton

08/20/2007

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).

On August 20, 2007, Universal Compression Holdings, Inc. (Issuer) merged into a wholly owned subsidiary of Exterran Holdings, Inc. (Successor) pursuant to the Agreement and Plan of Merger, dated as of February 5, 2007, as amended on June 25, 2007 (Merger Agreement), by and among Issuer, Successor, Hanover Compressor Company, Ulysses Sub, Inc. and Hector Sub, Inc. In connection with the merger, each share of Issuer's common stock was converted into the right to receive one share of Successor's common stock.

(1) Pursuant to the Merger Agreement, each option to purchase one share of Issuer's common stock was converted into an option to purchase one share of Successor's common stock in connection with the merger.

Pursuant to the Merger Agreement, each outstanding and unvested stock option of the reporting person granted under the Universal Incentive Stock Option Plan became fully vested upon the closing of the merger on August 20, 2007 and converted into an option to acquire Successor common stock, on the same terms and conditions as were applicable under the Universal Incentive Stock Option.

(3) 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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