

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

OMB
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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 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)
Common Stock, par value \$0.01 per share	06/14/2007		M	1,365 A \$ 22	37,415 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	06/14/2007		M	2,976 A \$ 33.6	40,391 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	06/14/2007		M	4,694 A \$ 21.3	45,085 ⁽¹⁾	D	

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

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

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (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 ⁽²⁾	05/23/2010	Common Stock	1,365
Stock Option (right to buy)	\$ 33.6	06/14/2007	M			2,976	04/20/2002 ⁽²⁾	04/20/2011	Common Stock	2,976
Stock Option (right to buy)	\$ 21.3	06/14/2007	M			4,694	02/19/2003 ⁽²⁾	02/19/2012	Common Stock	4,694
Stock Option (right to buy)	\$ 30.07	06/14/2007	M			3,325	04/30/2005 ⁽²⁾	04/30/2014	Common Stock	3,325

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

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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