

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form 4

Common Stock <u>(2)</u>	02/04/2008	S	700	D	\$ 10.37	681,394	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	1,100	D	\$ 10.35	680,294	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	2,369	D	\$ 10.34	677,925	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	600	D	\$ 10.33	677,325	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	913	D	\$ 10.31	676,412	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	6,788	D	\$ 10.3	669,624	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	3,293	D	\$ 10.29	666,331	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	1,176	D	\$ 10.27	665,155	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	2,100	D	\$ 10.25	663,055	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	393	D	\$ 10.24	662,662	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	200	D	\$ 10.22	662,462	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	6,436	D	\$ 10.2	656,026	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	5,881	D	\$ 10.19	650,145	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/04/2008	S	11,630	D	\$ 10.18	638,515	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/05/2008	S	42,172	D	\$ 10	596,343	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/05/2008	S	1,399	D	\$ 10.05	594,944	I	By trust <u>(1)</u>
Common Stock <u>(2)</u>	02/05/2008	S	200	D	\$ 10.09	594,744	I	By trust <u>(1)</u>

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.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mezhvinsky Leonid ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025	X			

Signatures

/s/ Jack Sexton, as Attorney-in-Fact 02/06/2008

**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) Revocable Trust of Leonid Mezhvinsky and Inna Mezhvinsky, dated April 26, 1988.
 - (2) Sale of shares pursuant to Rule 10b5-1 Plan adopted in November 2006, amended November 2007.

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.