

UNIVERSAL COMPRESSION HOLDINGS INC
 Form 4
 November 13, 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 *
 SNIDER STEPHEN A

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)
 11/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

HOUSTON, TX 77041

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

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01	11/09/2006		M		61,007 A \$ 21.5	127,262 ⁽¹⁾	D
Common Stock, par value \$0.01	11/09/2006		M		9,477 A \$ 31.65	136,739 ⁽¹⁾	D
Common Stock, par value \$0.01	11/09/2006		M		2,976 A \$ 33.6	139,715 ⁽¹⁾	D
Common Stock, par	11/09/2006		S		7 D \$ 62.5	139,708 ⁽¹⁾	D

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value \$0.01

Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.42	139,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	300	D	\$ 62.4	139,308 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	700	D	\$ 62.39	138,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,000	D	\$ 62.38	137,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	400	D	\$ 62.36	137,208 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.35	137,008 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.34	136,908 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.33	136,808 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,200	D	\$ 62.32	135,608 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,500	D	\$ 62.31	134,108 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.3	134,008 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,000	D	\$ 62.29	133,008 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.28	132,808 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	500	D	\$ 62.27	132,308 <u>(1)</u>	D
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Common Stock, par value \$0.01	11/09/2006	S	1,400	D	\$ 62.26	130,908 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.25	130,808 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.24	130,708 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	1,300	D	\$ 62.23	129,408 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	1,300	D	\$ 62.22	128,108 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	800	D	\$ 62.21	127,308 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.2	127,108 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	300	D	\$ 62.19	126,808 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	200	D	\$ 62.18	126,608 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	100	D	\$ 62.17	126,508 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	1,100	D	\$ 62.16	125,408 <u>(1)</u>	D
Common Stock, par value \$0.01	11/09/2006	S	2,400	D	\$ 62.15	123,008 <u>(1)</u>	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)

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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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.5	11/09/2006		M	61,007	05/30/2000 04/20/2010	Common Stock	61,007
Stock Option (right to buy)	\$ 31.65	11/09/2006		M	9,477	<u>(2)</u> 12/11/2010	Common Stock	9,477
Stock Option (right to buy)	\$ 33.6	11/09/2006		M	2,976	<u>(3)</u> 04/20/2011	Common Stock	2,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNIDER STEPHEN A 4444 BRITTMOORE ROAD HOUSTON, TX 77041	X		Chairman, President and CEO	

Signatures

Kelly M. Battle, Attorney-in-fact for Stephen A. Snider
 11/10/2006
 **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 1,472 shares through the Employee Supplemental Savings Plan, 1,271 shares through the 401(k) Plan and 4,116 shares through the Employee Stock Purchase Plan.
- (2) This option vested in three equal installments on December 11, 2001, 2002 and 2003.
- (3) This option vested in three equal installments on April 20, 2002, 2003 and 2004.

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.