

ULTRA CLEAN HOLDINGS INC
Form 4
November 22, 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 *
KRISHNAN SOWMYA

2. Issuer Name and Ticker or Trading Symbol
**ULTRA CLEAN HOLDINGS INC
[UCTT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Technology Officer

(Last) (First) (Middle)
**ULTRA CLEAN HOLDINGS,
INC., 150 INDEPENDENCE DR.**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2006

MENLO PARK, CA 94025

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	11/20/2006		M	9,375 A \$ 6.55	28,325	D	
Common Stock	11/20/2006		M	625 A \$ 7	28,950	D	
Common Stock	11/20/2006		S	625 D \$ 14.13	28,325	D	
Common Stock ⁽¹⁾	11/20/2006		S	1,075 D \$ 14.13	27,250	D	
Common Stock ⁽¹⁾	11/20/2006		S	100 D \$ 14.12	27,150	D	

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Common Stock <u>(1)</u>	11/20/2006	S	200	D	\$ 14.08	26,950	D
Common Stock <u>(1)</u>	11/20/2006	S	100	D	\$ 14.07	26,850	D
Common Stock <u>(1)</u>	11/20/2006	S	600	D	\$ 14.06	26,250	D
Common Stock <u>(1)</u>	11/20/2006	S	500	D	\$ 14.05	25,750	D
Common Stock <u>(1)</u>	11/20/2006	S	200	D	\$ 14.03	25,550	D
Common Stock <u>(1)</u>	11/20/2006	S	1,900	D	\$ 14.02	23,650	D
Common Stock <u>(1)</u>	11/20/2006	S	100	D	\$ 14.01	23,550	D
Common Stock <u>(1)</u>	11/20/2006	S	4,600	D	\$ 14	18,950	D

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.

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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)	8. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Stock Option	\$ 6.55	11/20/2006		M	9,375	<u>(2)</u>	05/09/2015	Common Stock	9,375
Stock Option	\$ 7	11/20/2006		M	625	<u>(2)</u>	03/24/2014	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRISHNAN SOWMYA ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025			Chief Technology Officer	

Signatures

/s/ Jack Sexton, as Attorney-in-Fact	11/21/2006
**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) Sale of shares pursuant to Rule 10b5-1 Plan adopted in November 2006.
 - (2) The option becomes exercisable over 4 years from the date of grant, with 25% becoming exercisable after the first year and monthly thereafter.

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.