

Ultra Clean Holdings, Inc.
Form 4
March 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
GRANGER CLARENCE L

(Last) (First) (Middle)

ULTRA CLEAN HOLDINGS, INC., 26462 CORPORATE AVE

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ultra Clean Holdings, Inc. [UCTT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/02/2015 | | M | 36,100 | A \$ 6.55 | 261,111 | D |
| Common Stock | 03/02/2015 | | S | 36,100 | D \$ 8.3309 (1) | 225,011 | D |
| Common Stock | 03/03/2015 | | M | 7,137 | A \$ 6.55 | 232,148 | D |
| Common Stock | 03/03/2015 | | S | 7,137 | D \$ 8.4189 (2) | 225,011 | D |
| | 03/04/2015 | | M | 22,863 | A \$ 6.55 | 247,874 | D |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|--------|---|--------------|---------|---|
| Common Stock | 03/04/2015 | S | 22,863 | D | \$ 8,2781 | 225,011 | D |
| | | | | | <u>(3)</u> | | |

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 (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 6.55 | 03/02/2015 | | M | 36,100 | 05/09/2006 ⁽⁴⁾ | 05/09/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.55 | 03/03/2015 | | M | 7,137 | 05/09/2006 ⁽⁴⁾ | 05/09/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.55 | 03/04/2015 | | M | 22,863 | 05/09/2006 ⁽⁴⁾ | 05/09/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRANGER CLARENCE L ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545 | X | | | |

Signatures

/s/ Angie Sandoval, as attorney-in-fact for Clarence L.
Granger

03/04/2015

__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) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$8.205 to \$8.41. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(2) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$8.40 to \$8.466. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$8.25 to \$8.40. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

(4) The option becomes exercisable over 4 years from the date of grant (5/9/2005), 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.

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