

DUROC-DANNER BERNARD J

Form 4

February 04, 2005

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 *
DUROC-DANNER BERNARD J

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)

HOUSTON, TX 77041

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2005

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

☒ 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	02/02/2005		M		5,000	A	\$ 28.95
Common Stock, par value \$0.01	02/02/2005		M		3,103	A	\$ 21.3
Common Stock, par value \$0.01	02/02/2005		S		8,103	D	\$ 39.05
Common Stock, par	02/03/2005		M		5,000	A	\$ 28.95

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value \$0.01

Common

Stock, par value \$0.01	02/03/2005	M	4,397	A	\$ 21.3	9,397	D
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Common

Stock, par value \$0.01	02/03/2005	M	7,500	A	\$ 16.71	16,897	D
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Common

Stock, par value \$0.01	02/03/2005	S	16,897	D	\$ 38.11	0	D
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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 28.95	02/02/2005		M	5,000	08/16/2002	08/16/2011	Common Stock 5,000
Stock Option (right to buy)	\$ 21.3	02/02/2005		M	3,103	02/19/2003	02/19/2012	Common Stock 3,103
Stock Option (right to buy)	\$ 28.95	02/03/2005		M	5,000	08/16/2002	08/16/2011	Common Stock 5,000
Stock Option (right to	\$ 21.3	02/03/2005		M	4,397	02/19/2003	02/19/2012	Common Stock 4,397

buy)

Stock

Option
(right to
buy)

\$ 16.71

02/03/2005

M

7,500

03/10/2004

03/10/2013

Common
Stock

7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUROC-DANNER BERNARD J 4444 BRITTMOORE ROAD HOUSTON, TX 77041			X	

Signatures

D. Bradley Childers, Attorney-in-Fact for Bernard
Duroc-Danner

02/04/2005

**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).

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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