

UNIVERSAL COMPRESSION HOLDINGS INC  
 Form 4  
 August 02, 2005

**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 \*  
**TOWNSEND KIRK E**

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)  
**07/29/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr VP and Pres US Div**

**HOUSTON, TX 77041**  
 (City) (State) (Zip)

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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/29/2005		M		3,708	A	\$ 6.73
Common Stock, par value \$0.01 per share	07/29/2005		M		13,332	A	\$ 16.71
Common Stock, par value \$0.01 per share	07/29/2005		M		14,286	A	\$ 21.5

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Common Stock, par value \$0.01 per share	07/29/2005	M	35,000	A	\$ 21.3	92,928 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	500	D	\$ 40.67	92,428 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	126	D	\$ 40.68	92,302 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	1,000	D	\$ 40.65	91,302 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	2,900	D	\$ 40.6	88,402 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	1,400	D	\$ 40.61	87,002 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	1,000	D	\$ 40.64	86,002 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	2,400	D	\$ 40.63	83,602 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	19,900	D	\$ 40.55	63,702 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	4,300	D	\$ 40.54	59,402 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	1,500	D	\$ 40.57	57,902 <sup>(1)</sup>	D
	07/29/2005	S	1,300	D		56,602 <sup>(1)</sup>	D

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Common Stock, par value \$0.01 per share					\$ 40.56		
Common Stock, par value \$0.01 per share	07/29/2005	S	1,200	D	\$ 40.58	55,402 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	300	D	\$ 40.5	55,102 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	500	D	\$ 40.49	54,602 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	6,500	D	\$ 40.44	48,102 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	2,200	D	\$ 40.43	45,902 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	700	D	\$ 40.41	45,202 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	2,600	D	\$ 40.4	42,602 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	4,200	D	\$ 40.34	38,402 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	300	D	\$ 40.35	38,102 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	07/29/2005	S	2,000	D	\$ 40.37	36,102 <sup>(1)</sup>	D
	07/29/2005	S	2,000	D		34,102 <sup>(1)</sup>	D

Common  
Stock, par  
value \$0.01  
per share

\$  
40.39

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.73	07/29/2005		M	3,708	05/30/2000 02/20/2008	Common Stock	3,708	
Stock Option (right to buy)	\$ 16.71	07/29/2005		M	13,332	03/10/2004 03/10/2013	Common Stock	13,332	
Stock Option (right to buy)	\$ 21.5	07/29/2005		M	14,286	04/20/2001 04/20/2010	Common Stock	14,286	
Stock Option (right to buy)	\$ 21.3	07/29/2005		M	35,000	02/19/2003 02/19/2012	Common Stock	35,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Sr VP and Pres US Div

TOWNSEND KIRK E  
4444 BRITTMOORE ROAD  
HOUSTON, TX 77041

## Signatures

D. Bradley Childers, Attorney-in-Fact for Kirk E.  
Townsend

08/02/2005

\_\_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).

(1) Includes 323 shares through the Employee Supplemental Savings Plan and 912 shares through the 401(k) Plan.

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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