## Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form 4

Form 4	EAN HOLDINGS	S INC									
March 04, 20	<b>14</b> UNITED S	STATES SECONTIES AND EXCHANCE COMMISSION         Washington, D.C. 20549         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         20(b) of the Investment Company Act of 1940								PPROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur inue.									Expires: January 31 2009 Estimated average burden hours per response 0.9	
(Print or Type I	Responses)										
WIER BRUCE Sym UL			Symbol	TRA CLEAN HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (N EAN HOLDING NDEPENDENCE		3. Date of (Month/Da 02/29/20	-	nsaction			Director X Officer (giv below) Sr. Vice 1		6 Owner er (specify eering	
				ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)		(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	Person quired, Disposed o	of. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution D		med on Date, if	ed 3. 4. Securities Date, if TransactionAcquired (A) or Code Disposed of (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	02/29/2008			Code V A	Amount 6,250	(D) A	Price \$ 0	(Instr. 3 and 4) 59,325	D		
Common Stock <sup>(2)</sup>	02/29/2008			А	6,250	А	\$0	65,575	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WIER BRUCE ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025			Sr. Vice President Engineering				
Signatures							

/s/ Jack Sexton, as 03/04/2008 Attorney-in-Fact

<u>\*\*</u>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) Restricted stock units vest over 3 years from the date of grant.

Share amounts represent performance restricted stock units. The final award amount will be determined in 2009 based on performance (2) factors and will be between 0 and 150% of the restricted stock units reported here, with vesting 1/3 at that time and 1/3 in each of the following two years subject to continued employment.

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.