

UNIVERSAL COMPRESSION HOLDINGS INC
Form SC 13D/A
December 10, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)*

Universal Compression Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

913431 10 2

(CUSIP Number)

Burt M. Martin
Weatherford International, Inc.
515 Post Oak Boulevard, Suite 600
Houston, Texas 77027
(713) 693-4000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 6, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), ss.240.13d-1(f) or ss.240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

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SCHEDULE 13D

CUSIP NO. 9134341 10 2

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	WEUS Holding, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []	
		(b) [X]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	SC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		13,750,000 shares	
		8	SHARED VOTING POWER
		-0-	
		9	SOLE DISPOSITIVE POWER
		13,750,000 shares	
		10	SHARED DISPOSITIVE POWER
		-0-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	13,750,000 shares		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	45% (based on Current Report on Form 8-K filed by the Issuer in December 2001)		

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14 TYPE OF REPORTING PERSON

CO

 *SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D

CUSIP NO. 9134341 10 2

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Weatherford International, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

SC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY		13,750,000 shares
EACH	8	SHARED VOTING POWER
REPORTING PERSON		-0-
WITH	9	SOLE DISPOSITIVE POWER
		13,750,000 shares
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,750,000 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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45% (based on Current Report on Form 8-K filed by the Issuer in December 2001)

14 TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 3 (this "Amendment No. 3") to the Statement on Schedule 13D filed on November 2, 2000, as amended by Amendment No. 1 filed on November 3, 2000 and as amended by Amendment No. 2 filed on February 14, 2001 (collectively, the "Statement"), relates to the beneficial ownership of shares of common stock, par value \$0.01 per share ("Universal Common Stock"), of Universal Compression Holdings, Inc. ("Universal"). The address of Universal's principal executive offices is 4440 Brittmoore Road, Houston, Texas 77041.

This Amendment No. 3 is being filed by Weatherford International, Inc., a Delaware corporation ("Weatherford"), and WEUS Holding, Inc., a Delaware corporation and a wholly owned subsidiary of Weatherford ("WEUS") (each individually a "Reporting Person" and together, the "Reporting Persons") to amend Items 1, 2, 3, 4, 5 and 7 of the Statement. Capitalized terms not defined herein shall have the meanings ascribed to them in the Statement.

ITEM 2. IDENTITY AND BACKGROUND.

Schedule I of the Statement, which contains information concerning the executive officers and directors of Weatherford, required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D, is hereby amended and restated in its entirety by Schedule I attached hereto and incorporated herein by reference. Such executive officers and directors may be deemed, but are not conceded to be, controlling persons of Weatherford. Except for Weatherford's control of WEUS, no corporation or other person is or may be deemed to be ultimately in control of Weatherford or WEUS.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATION

The last paragraph of Item 3 of Amendment No. 2 is hereby amended and restated in its entirety to read as follows:

The transactions contemplated by the Purchase Agreement were consummated immediately prior to the effective time of the Merger. The Stockholders' Agreement automatically terminated at the effective time of the Merger. The Registration Rights Agreement and the Transitional Services Agreement (together, the "Agreements") remain in effect, however as of December 6, 2001 the Voting Agreement has been terminated. For a description of these Agreements, see the sections in Item 4 of the Statement entitled "The Registration Rights Agreement" and "The Transitional Services Agreement," which descriptions are incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended to include the following as the first paragraph under the section entitled "The Voting Agreement":

On December 6, 2001, Castle Harlan Partners III, L.P. and its affiliates distributed their remaining shares of Universal Common Stock to their partners and members. Concurrently with the distribution, Castle Harlan and its affiliates own less than 5% of Universal Common Stock thus triggering termination of the Voting Agreement as described below.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Section (a) of Item 5 of Amendment No. 2 is hereby amended to replace the second paragraph follows:

The aggregate 13,750,000 shares of Universal Common Stock that the Reporting Persons may be deemed to beneficially own represent approximately 45% of the outstanding shares of Universal Common Stock. WEUS acquired these shares upon consummation of the Merger as a result of the automatic conversion of the Enterra shares into the right to receive the Merger Consideration at the effective time of the Merger. The Reporting Persons are no longer deemed to be beneficial owners of the 5,494,847 shares of Universal Common Stock that were the Pre-Merger Shares (as defined in the Statement) subject to the Stockholders' Agreement.

Section (b) of Item 5 of the Statement is hereby amended and restated in its entirety to read as follows:

(b) The number of shares of Universal Common Stock as to which there is sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for each Reporting Person is set forth on the cover pages of this Amendment No. 3, and such information is incorporated herein by reference.

Following the effective time of the Merger and the termination of the Stockholders' Agreement, the Reporting Persons are no longer deemed to have shared voting power with respect to the Pre-Merger Shares. The Reporting Persons may be deemed to have the sole power to vote or direct the voting of up to 13,750,000 shares of Universal Common Stock received upon consummation of the Merger, which amount is equal to 45% of the shares of Universal Common Stock to be outstanding after the Merger.

The Reporting Persons may be deemed to have the sole power to dispose of or direct the disposition of all 13,750,000 shares of Universal Common Stock acquired in connection with the Merger and will not share the power to dispose of or direct the disposition of such shares with any other person.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented to include the following:

A. Joint Filing Agreement

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Dated: December 10, 2001

WEATHERFORD INTERNATIONAL, INC.

By: /s/ Burt M. Martin

Name: Burt M. Martin
Title: Vice President - Law, Secretary

WEUS HOLDING, INC.

By: /s/ Burt M. Martin

Name: Burt M. Martin
Title: Assistant Secretary

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SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS
OF
WEATHERFORD INTERNATIONAL, INC.

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Weatherford. Unless otherwise indicated below, each such person is a citizen of the United States of America and is an employee of Weatherford, and the business address of each such person is c/o Weatherford International, Inc., 515 Post Oak Boulevard, Suite 600, Houston, Texas 77027. During the last five years, none of the persons listed below has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor has any of such persons been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Name	Present Principal Occupation or Employment; Business Address
----	-----
Bernard J. Duroc-Danner	Chairman of the Board of Directors, President and Chief Executive Officer
Donald R. Galletly	Senior Vice President - Communications and Investor Relations
E. Lee Colley, III	Senior Vice President and President - Artificial Lift Systems
Jon R. Nicholson	Senior Vice President - Human Resources
Gary L. Warren	Senior Vice President and President - Drilling & Intervention Services
Mark E. Hopmann	Senior Vice President and President - Completion Systems

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James N. Parmigiano Vice President - Operational Controller
Lisa W. Rodriguez Vice President - Finance & Accounting
Burt M. Martin Vice President - Law and Secretary
James M. Hudgins Tax Director, Treasurer and Assistant Secretary

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Name	Present Principal Occupation or Employment; Business Address
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Elizabeth N. Idom	Assistant Treasurer
Philip	Burguieres Director of Weatherford and Chief Executive Officer of EMC Holdings, LLC, a private energy investment firm 711 Louisiana, 33rd Floor Houston, Texas 77002
David J. Butters	Director of Weatherford and a Managing Director of Lehman Brothers Inc., an investment banking company Lehman Brothers Inc. 3 World Financial Center 200 Vesey Street, 11th Floor New York, New York 10285
Sheldon B. Lubar	Director of Weatherford and Chairman of Lubar & Co., a private investment and management company Lubar & Co. 700 North Water St., #1200 Milwaukee, Wisconsin 53202
William Macaulay	Director of Weatherford and Chief Executive Officer of First Reserve Corporation, a corporation that manages various investment company funds First Reserve Corporation 475 Steamboat Road Greenwich, Connecticut 06830
Robert B. Millard	Director of Weatherford and a Managing Director of Lehman Brothers Inc., an investment banking company Lehman Brothers Inc. 3 World Financial Center 200 Vesey Street, 11th Floor New York, New York 10285
Robert K. Moses, Jr.	Director of Weatherford and a private investor, principally in the oil and gas exploration and oilfield services business in Houston, Texas Black Jack Resources, Inc. 4544 Post Oak Place Dr., #320 Houston, Texas 77027

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Name	Present Principal Occupation or Employment; Business Address
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Robert A. Rayne	Director of Weatherford and an Executive Director of London Merchant Securities plc, a United Kingdom-listed public limited company engaged in property investment and development with major investments in leisure enterprises London Merchant Securities plc 33 Robert Adam Street London W1M 5AH England Mr. Rayne is a citizen of the U.K.

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EXHIBIT INDEX

A. Joint Filing Agreement

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