#### GRANGER CLARENCE L

Form 4

February 27, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GRANGER CLARENCE L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

(Middle)

(Zip)

ULTRA CLEAN HOLDINGS INC

(Check all applicable)

Chairman and CEO

[UCTT]

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title

(Month/Day/Year) 02/24/2012

below)

Other (specify

ULTRA CLEAN HOLDINGS. INC., 26462 CORPORATE AVE

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HAYWARD, CA 94545

(City)

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned							
1.Title of	2. Transaction Date 2A. Deemed 3.		3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)	•	any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
				F		Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	02/24/2012		A	27,500	A	\$0	413,395 (2)	D	
Common Stock	02/26/2012		F	15,466 (3)	D	\$ 8.5	397,929 <u>(2)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

GRANGER CLARENCE L ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545

X

Chairman and CEO

### **Signatures**

/s/ Clarence 02/27/2012 Granger

Date \*\*Signature of Reporting Person

# **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).
- Restricted stock units vest over 3 years from the date of grant. Excludes performance restricted stock units that will be determined based on performance factors following 2012 fiscal year end.
- The total amount has been reduced by the number of performance units granted February 25, 2011 but subsequently partially forfeited (2) because 65% of the award was earned based on the performance goals set for fiscal 2011. The award was originally reported at the maximum performance level on a Form 4 filed with the SEC on February 28, 2011.
- Represents shares withheld for payment of tax liability arising as a result of the partial settlement of four (4) restricted stock unit awards (3) and performance stock awards originally reported by the reporting person in Forms 4 filed with the Commission on March 2, 2010 and February 28, 2011.

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.

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