Ultra Clean Holdings, Inc.

Form 4

March 21, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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Expires:

January 31, 2005

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Speirs David			2. Issuer Name and Ticker or Trading Symbol Ultra Clean Holdings, Inc. [UCTT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) ULTRA CLEAINC., 26462 C	(First)	(Middle)	3. Date of Earliest Transaction	(===== an application)		
			(Month/Day/Year)	Director 10% Owner		
ULTRA CLEAN HOLDINGS,			03/17/2017	X Officer (give title Other (specify below)		
INC., 26462 CORPORATE AVE				SVP, North America		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
HAYWARD, CA 94545				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Disposice (Instr. 3, 4)	ed of (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)
Common Stock	03/17/2017		M	10,000	A	\$ 14.9	153,716	D	
Common Stock	03/17/2017		S	10,000	D	\$ 15.3819 (1)	143,716	D	
Common Stock							200	I	by son

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Employee Stock Option (right to buy)	\$ 14.9	03/17/2017		M	10,000	(2)	04/27/2017	Common Stock	10,0

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Speirs David

ULTRA CLEAN HOLDINGS, INC.

SVP, North America 26462 CORPORATE AVE

HAYWARD, CA 94545

Signatures

/s/ Sheri Brumm, as attorney-in-fact for David 03/21/2017 **Speirs**

> **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).
- This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$15.38 to \$15.40. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon (1) request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (2) All shares are vested and exercisable.

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.

Reporting Owners 2