

UNIVERSAL COMPRESSION HOLDINGS INC
 Form 4
 December 12, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 DANNER ERNIE L

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)
 12/08/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & COO

HOUSTON, TX 77041

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

(City) (State) (Zip)

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 or Price		
Common Stock, par value \$0.01	12/08/2006		M		19,015 A \$ 16.71	104,107 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006		M		50,000 A \$ 21.3	154,107 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006		S		900 D \$ 63.95	153,207 ⁽¹⁾	D
Common Stock, par	12/08/2006		S		400 D \$ 63.87	152,807 ⁽¹⁾	D

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value \$0.01

Common Stock, par value \$0.01	12/08/2006	S	500	D	\$ 63.85	152,307 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.84	152,207 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	300	D	\$ 63.83	151,907 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	1,500	D	\$ 63.8	150,407 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.79	150,307 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.76	150,207 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	100	D	\$ 63.72	150,107 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	600	D	\$ 63.71	149,507 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	800	D	\$ 63.7	148,707 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	600	D	\$ 63.69	148,107 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	200	D	\$ 63.67	147,907 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	2,200	D	\$ 63.66	145,707 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	5,800	D	\$ 63.65	139,907 <u>(1)</u>	D
Common Stock, par value \$0.01	12/08/2006	S	600	D	\$ 63.64	139,307 <u>(1)</u>	D

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Common Stock, par value \$0.01	12/08/2006	S	300	D	\$ 63.63	139,007 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	200	D	\$ 63.61	138,807 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	4,200	D	\$ 63.6	134,607 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	300	D	\$ 63.59	134,307 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	200	D	\$ 63.58	134,107 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	700	D	\$ 63.57	133,407 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	1,000	D	\$ 63.56	132,407 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	7,800	D	\$ 63.55	124,607 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	2,600	D	\$ 63.54	122,007 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	1,200	D	\$ 63.53	120,807 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	800	D	\$ 63.52	120,007 ⁽¹⁾	D
Common Stock, par value \$0.01	12/08/2006	S	4,500	D	\$ 63.51	115,507 ⁽¹⁾	D

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

Persons who respond to the collection of information contained in this form are not 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)

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 16.71	12/08/2006		M	19,015	<u>(2)</u> 03/10/2013	Common Stock	19,015
Stock Option (right to buy)	\$ 21.3	12/08/2006		M	50,000	<u>(3)</u> 02/19/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANNER ERNIE L 4444 BRITTMOORE ROAD HOUSTON, TX 77041	X		Exec VP & COO	

Signatures

Kelly M. Battle, Attorney-in-fact for Ernie L. Danner
 12/08/2006
 **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 898 shares through the Employee Supplemental Savings Plan, 4,092 shares through the Employee Stock Purchase Plan (of which 3,595 of these are held directly) and 1,184 shares through the 401(k) Plan.
- (2) This option vested in three equal installments on March 10, 2004, 2005 and 2006.
- (3) This option vested in three equal installments on February 19, 2003, 2004 and 2005.

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