

UNIVERSAL COMPRESSION HOLDINGS INC
 Form 4
 May 15, 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)
 05/11/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & Pres, Int'l Division

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	05/11/2006		M		8,803 A \$ 6.73	86,811 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006		S		300 D \$ 62.2	86,511 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006		S		100 D \$ 62.09	86,411 ⁽¹⁾	D
Common Stock, par	05/11/2006		S		700 D \$ 62.08	85,711 ⁽¹⁾	D

value \$0.01

Common Stock, par value \$0.01	05/11/2006	S	800	D	\$ 62.07	84,911 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	500	D	\$ 62.06	84,411 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	900	D	\$ 62.05	83,511 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	200	D	\$ 62.04	83,311 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	400	D	\$ 62.03	82,911 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	3,603	D	\$ 62.02	79,308 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	6,200	D	\$ 62.01	73,108 ⁽¹⁾	D
Common Stock, par value \$0.01	05/11/2006	S	20,100	D	\$ 62	53,008 ⁽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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(9-02)

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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares	
Stock									
Option (right to buy)	\$ 6.73	05/11/2006		M	8,803	05/30/2000	02/20/2008	Common Stock	8,803

Reporting Owners

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

Signatures

D. Bradley Childers, Attorney-in-fact for Ernie L.
Danner

05/15/2006

__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 810 shares through the Employee Supplemental Savings Plan, 4,039 shares through the Employee Stock Purchase Plan (of which 289 of these are held directly) and 1,179 shares through the 401(k) Plan.

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.