

TOWNSEND KIRK E

Form 4

March 19, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TOWNSEND KIRK E

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)

HOUSTON, TX 77041

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr VP and Pres US Div

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, par value \$0.01	03/15/2007		M	13,635	A \$ 22	46,065 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007		S	100	D \$ 64.95	45,965 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007		S	100	D \$ 65.04	45,865 ⁽¹⁾	D
Common Stock, par	03/15/2007		S	800	D \$ 65.05	45,065 ⁽¹⁾	D

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value \$0.01

Common Stock, par value \$0.01	03/15/2007	S	1,400	D	\$ 65.11	43,665 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.12	43,465 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	1,400	D	\$ 65.13	42,065 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.15	41,865 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	1,000	D	\$ 65.17	40,865 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	100	D	\$ 65.18	40,765 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.19	40,565 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	1,100	D	\$ 65.2	39,465 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.22	39,265 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	500	D	\$ 65.27	38,765 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	100	D	\$ 65.29	38,665 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	100	D	\$ 65.34	38,565 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	935	D	\$ 65.35	37,630 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	300	D	\$ 65.36	37,330 ⁽¹⁾	D

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Common Stock, par value \$0.01	03/15/2007	S	100	D	\$ 65.37	37,230 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	100	D	\$ 65.39	37,130 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.4	36,930 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	500	D	\$ 65.43	36,430 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	100	D	\$ 65.49	36,330 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	2,300	D	\$ 65.5	34,030 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.51	33,830 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	200	D	\$ 65.56	33,630 ⁽¹⁾	D
Common Stock, par value \$0.01	03/15/2007	S	1,200	D	\$ 65.65	32,430 ⁽¹⁾	D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number

Stock									
Option	\$ 22	03/15/2007	M	13,635	05/23/2001 ⁽²⁾	05/23/2010	Common	13,635	
(right to buy)							Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND KIRK E 4444 BRITTMOORE ROAD HOUSTON, TX 77041			Sr VP and Pres US Div	

Signatures

Donald C. Wayne, Attorney-in-Fact for Kirk E.
Townsend

03/19/2007

__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 463 shares through the Employee Supplemental Savings Plan, 1,170 shares through the 401(k) Plan and 292 shares through the Employee Stock Purchase Plan.

(2) This option vests in three equal installments beginning on 5/23/01.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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