#### ULTRA CLEAN HOLDINGS INC

Form 4 July 09, 2007

## FORM 4

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

OMB 3235-0287 Number: January 31,

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response...

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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)

Name and Address of Reporting Person *     Mezhvinsky Leonid			2. Issuer Name <b>and</b> Ticker or Trading Symbol ULTRA CLEAN HOLDINGS INC [UCTT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)  ULTRA CLE INC., 150 IN		· ·	3. Date of Earliest Transaction (Month/Day/Year) 07/05/2007	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President		
(Street)  MENLO PARK, CA 94025		25	4. If Amendment, Date Original Filed(Month/Day/Year)	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	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (2)	07/05/2007		S	300	D	\$ 13.72	1,809,990	I	By trust (1)
Common Stock (2)	07/05/2007		S	3,300	D	\$ 13.73	1,806,690	I	By trust (1)
Common Stock (2)	07/05/2007		S	3,500	D	\$ 13.74	1,803,190	I	By trust (1)
Common Stock (2)	07/05/2007		S	1,100	D	\$ 13.75	1,802,090	I	By trust (1)
Common Stock (2)	07/05/2007		S	2,811	D	\$ 13.76	1,799,279	Ι	By trust (1)

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Common Stock (2)	07/05/2007	S	1,300	D	\$ 13.77	1,797,979	I	By trust (1)
Common Stock (2)	07/05/2007	S	1,700	D	\$ 13.78	1,796,279	I	By trust (1)
Common Stock (2)	07/05/2007	S	1,400	D	\$ 13.79	1,794,879	I	By trust (1)
Common Stock (2)	07/05/2007	S	3,200	D	\$ 13.8	1,791,679	I	By trust (1)
Common Stock (2)	07/05/2007	S	3,930	D	\$ 13.81	1,787,749	I	By trust (1)
Common Stock (2)	07/05/2007	S	3,970	D	\$ 13.82	1,783,779	I	By trust (1)
Common Stock (2)	07/05/2007	S	2,200	D	\$ 13.83	1,781,579	I	By trust (1)
Common Stock (2)	07/05/2007	S	800	D	\$ 13.84	1,780,779	I	By trust (1)
Common Stock (2)	07/05/2007	S	7,889	D	\$ 13.85	1,772,890	I	By trust (1)
Common Stock (2)	07/05/2007	S	400	D	\$ 13.86	1,772,490	I	By trust (1)
Common Stock (2)	07/05/2007	S	1,300	D	\$ 13.87	1,771,190	I	By trust (1)
Common Stock (2)	07/05/2007	S	900	D	\$ 13.88	1,770,290	I	By trust (1)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				Ì
					4, and 5)				
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

or Number of Shares

Amount

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mezhvinsky Leonid ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025

X President

## **Signatures**

/s/ Jack Sexton, as Attorney-in-Fact 07/09/2007

\*\*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) Leonid and Inna Mezhvinsky Charitable Remainder Trust
- (2) Sale of shares pursuant to Rule 10b5-1 Plan adopted in May 2007

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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