ULTRA CLEAN HOLDINGS INC

Form 4

February 06, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287 January 31,

Expires:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 * Mezhvinsky Leonid

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ULTRA CLEAN HOLDINGS INC

(Check all applicable)

[UCTT]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2008

_X__ Director 10% Owner Other (specify Officer (give title

ULTRA CLEAN HOLDINGS, INC., 150 INDEPENDENCE DR.

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Securi	ities Acqu	ired, 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. Transactio Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D) 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 (2)	02/04/2008		Code V S	Amount 600	(D)	Price \$ 10.45	682,790	I	By trust (1)
Common Stock (2)	02/04/2008		S	300	D	\$ 10.44	682,490	I	By trust (1)
Common Stock (2)	02/04/2008		S	100	D	\$ 10.42	682,390	I	By trust (1)
Common Stock (2)	02/04/2008		S	100	D	\$ 10.41	682,290	I	By trust (1)
Common Stock (2)	02/04/2008		S	196	D	\$ 10.4	682,094	I	By trust (1)

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Common Stock (2)	02/04/2008	S	700	D	\$ 10.37	681,394	I	By trust (1)
Common Stock (2)	02/04/2008	S	1,100	D	\$ 10.35	680,294	I	By trust (1)
Common Stock (2)	02/04/2008	S	2,369	D	\$ 10.34	677,925	I	By trust (1)
Common Stock (2)	02/04/2008	S	600	D	\$ 10.33	677,325	I	By trust (1)
Common Stock (2)	02/04/2008	S	913	D	\$ 10.31	676,412	I	By trust (1)
Common Stock (2)	02/04/2008	S	6,788	D	\$ 10.3	669,624	I	By trust (1)
Common Stock (2)	02/04/2008	S	3,293	D	\$ 10.29	666,331	I	By trust (1)
Common Stock (2)	02/04/2008	S	1,176	D	\$ 10.27	665,155	I	By trust (1)
Common Stock (2)	02/04/2008	S	2,100	D	\$ 10.25	663,055	I	By trust (1)
Common Stock (2)	02/04/2008	S	393	D	\$ 10.24	662,662	I	By trust (1)
Common Stock (2)	02/04/2008	S	200	D	\$ 10.22	662,462	I	By trust (1)
Common Stock (2)	02/04/2008	S	6,436	D	\$ 10.2	656,026	I	By trust (1)
Common Stock (2)	02/04/2008	S	5,881	D	\$ 10.19	650,145	I	By trust (1)
Common Stock (2)	02/04/2008	S	11,630	D	\$ 10.18	638,515	I	By trust (1)
Common Stock (2)	02/05/2008	S	42,172	D	\$ 10	596,343	I	By trust (1)
Common Stock (2)	02/05/2008	S	1,399	D	\$ 10.05	594,944	I	By trust (1)
Common Stock (2)	02/05/2008	S	200	D	\$ 10.09	594,744	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mezhvinsky Leonid ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025	X						

Signatures

/s/ Jack Sexton, as Attorney-in-Fact 02/06/2008

**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) Revocable Trust of Leonid Mezhvinsky and Inna Mezhvinsky, dated April 26, 1988.
- (2) Sale of shares pursuant to Rule 10b5-1 Plan adopted in November 2006, amended November 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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