

UNIVERSAL COMPRESSION HOLDINGS INC  
 Form 4  
 May 15, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/11/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr VP and Pres US Div**

**HOUSTON, TX 77041**  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	05/11/2006		M		35,306 A \$ 21.3	68,790 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006		S		4,306 D \$ 61.1	64,484 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006		S		100 D \$ 61.13	64,384 <sup>(1)</sup>	D

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Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.15	64,284 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.25	64,084 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	300	D	\$ 61.32	63,784 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.34	63,684 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	500	D	\$ 61.35	63,184 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	400	D	\$ 61.41	62,784 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.5	62,684 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.53	62,484 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	300	D	\$ 61.57	62,184 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.59	61,984 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	1,100	D	\$ 61.65	60,884 <sup>(1)</sup>	D
	05/11/2006	S	100	D		60,784 <sup>(1)</sup>	D

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Common Stock, par value \$0.01 per share					\$ 61.67		
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.68	60,584 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.69	60,484 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.7	60,284 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.73	60,084 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	400	D	\$ 61.75	59,684 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	500	D	\$ 61.82	59,184 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.85	58,984 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	100	D	\$ 61.86	58,884 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$ 61.99	58,684 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	05/11/2006	S	2,600	D	\$ 62	56,084 <sup>(1)</sup>	D
	05/11/2006	S	200	D		55,884 <sup>(1)</sup>	D

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Common Stock, par value \$0.01 per share					\$		
					62.02		
Common Stock, par value \$0.01 per share	05/11/2006	S	900	D	\$	54,984 <sup>(1)</sup>	D
					62.03		
Common Stock, par value \$0.01 per share	05/11/2006	S	200	D	\$	54,784 <sup>(1)</sup>	D
					62.04		
Common Stock, par value \$0.01 per share	05/11/2006	S	600	D	\$	54,184 <sup>(1)</sup>	D
					62.05		
Common Stock, par value \$0.01 per share	05/11/2006	S	1,200	D	\$	52,984 <sup>(1)</sup>	D
					62.07		

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.3	05/11/2006		M	35,306	02/19/2003 <sup>(2)</sup>	02/19/2012	Common Stock	35,306

## 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

D. Bradley Childers, Attorney-in-Fact for Kirk E. Townsend	05/15/2006
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\_\_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 386 shares through the Employee Supplemental Savings Plan and 1,064 shares through the 401(k) Plan.
- (2) This option vested in three equal installments on February 19, 2003, 2004 and 2005.

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