

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

August 20, 2007

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 *
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)
08/20/2007

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/20/2007		D ⁽¹⁾		36,190 ⁽²⁾	D	\$ 0 0

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

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 information contained in this form are not
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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)	\$ 31.65	08/20/2007		D ⁽³⁾	35,000	⁽⁴⁾ 12/11/2010	Common Stock 35,000
Stock Option (right to buy)	\$ 30.07	08/20/2007		D ⁽³⁾	16,675	⁽⁴⁾ 04/30/2014	Common Stock 16,675
Stock Option (right to buy)	\$ 38.15	08/20/2007		D ⁽³⁾	17,000	⁽⁴⁾ 03/09/2015	Common Stock 17,000
Stock Option (right to buy)	\$ 43.39	08/20/2007		D ⁽³⁾	20,000	⁽⁴⁾ 03/03/2016	Common Stock 20,000
Stock Option (right to buy)	\$ 75.27	06/12/2007		D ⁽³⁾	7,247	06/12/2008 ⁽⁵⁾ 06/12/2017	Common Stock 7,247

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

Kelly M. Battle, Attorney-in-Fact for Kirk E. Townsend 08/20/2007

 **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).

On August 20, 2007, Universal Compression Holdings, Inc. (Issuer) merged into a wholly owned subsidiary of Exterran Holdings, Inc. (Successor) pursuant to the Agreement and Plan of Merger, dated as of February 5, 2007, as amended on June 25, 2007 (Merger

(1) Agreement), by and among Issuer, Successor, Hanover Compressor Company, Ulysses Sub, Inc. and Hector Sub, Inc. In connection with the merger, each share of Issuer's common stock was converted into the right to receive one share of Successor's common stock.

(2) Includes 484 shares through the Employee Supplemental Savings Plan, 1,322 shares through the 401(k) Plan and 408 shares through the Employee Stock Purchase Plan.

(3) Pursuant to the Merger Agreement, each option to purchase one share of Issuer's common stock was converted into an option to purchase one share of Successor's common stock in connection with the merger.

Pursuant to the Merger Agreement, each outstanding and unvested stock option of the reporting person granted under the Universal

(4) Incentive Stock Option Plan became fully vested upon the closing of the merger on August 20, 2007 and converted into an option to acquire Successor common stock, on the same terms and conditions as were applicable under the Universal Incentive Stock Option.

(5) This option vests in three equal installments beginning June 12, 2008.

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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