

UNIVERSAL COMPRESSION HOLDINGS INC

Form 4

August 20, 2007

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

OMB APPROVAL

OMB Number: 3235-0287

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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 \*  
**WAYNE DONALD**

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**

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/20/2007**

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
☒ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
VP, Gen. Counsel & Secretary

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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                   |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2007                              |                                                             | D <sup>(1)</sup>                     |                                                                            | 8,436<br><sup>(2)</sup>                                                                                            | \$ 0 0                                                               | D                                                                 |

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  
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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 of Shares                              |
| Stock Option, right to buy                 | \$ 75.27                                               | 06/12/2007                           |                                                    | D <sup>(3)</sup>               | 4,831                                                                                   | 06/12/2008 <sup>(4)</sup> 06/12/2017                     | Common Stock 0                                                |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| WAYNE DONALD<br>4444 BRITTMOORE ROAD<br>HOUSTON, TX 77041 | VP, Gen. Counsel & Secretary     |

## Signatures

Donald C. Wayne 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 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.
- (1) Includes 126 shares through the 401(k) plan.
  - (2) 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.
  - (3) 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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