

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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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)

**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 below) ☐ Other (specify  
below)  
**Sr VP and Pres US Div**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 Acquired<br>(A) or Disposed of<br>(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                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2007                              |                                                             | D <sup>(1)</sup>                     |                                                                            | 36,190<br><sup>(2)</sup>                                                                                           | D                                                                    | \$ 0 0                                                            |

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

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(9-02)

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**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 <sup>(3)</sup>               | 35,000                                                                                  | <sup>(4)</sup> 12/11/2010                                | Common Stock 35,000                                           |
| Stock Option (right to buy)                | \$ 30.07                                               | 08/20/2007                           |                                                    | D <sup>(3)</sup>               | 16,675                                                                                  | <sup>(4)</sup> 04/30/2014                                | Common Stock 16,675                                           |
| Stock Option (right to buy)                | \$ 38.15                                               | 08/20/2007                           |                                                    | D <sup>(3)</sup>               | 17,000                                                                                  | <sup>(4)</sup> 03/09/2015                                | Common Stock 17,000                                           |
| Stock Option (right to buy)                | \$ 43.39                                               | 08/20/2007                           |                                                    | D <sup>(3)</sup>               | 20,000                                                                                  | <sup>(4)</sup> 03/03/2016                                | Common Stock 20,000                                           |
| Stock Option (right to buy)                | \$ 75.27                                               | 06/12/2007                           |                                                    | D <sup>(3)</sup>               | 7,247                                                                                   | 06/12/2008 <sup>(5)</sup> 06/12/2017                     | Common Stock 7,247                                            |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| TOWNSEND KIRK E<br>4444 BRITTMOORE ROAD<br>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 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)
- (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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