#### Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form 4

ULTRA CLEAN HOLDINGS INC Form 4 January 30, 2012 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARXE AUSTIN W & Issuer Symbol **GREENHOUSE DAVID M** ULTRA CLEAN HOLDINGS INC (Check all applicable) [UCTT] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Х Other (specify Officer (give title (Month/Day/Year) below) below) C/O SPECIAL SITUATIONS 01/26/2012 FUNDS, 527 MADISON AVENUE, **SUITE 2600** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price \$ By Limited Common 01/26/2012 S 20,600 D 7.6816 3,028,400 I Stock Partnerships (1) \$ By Limited 55,308 Common 2,973,092 01/27/2012 S D 7.2814 I (2) Partnerships (2)(2)Stock (1)(2)

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

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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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
Beno	rtina O	wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
nopo											
	Reporting	Owner Name / Add	ress	Director	Relatio	-	Other				

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MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

### Signatures

Austin W.						
Marxe	01/30/2012					
<u>**</u> Signature of Reporting Person	Date					
David M. Greenhouse	01/30/2012					
<u>**</u> 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) This is a weighted average price.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP) and Special Situations Cayman Fund, L.P. (Cayman), respectively

(2) Over an securities owned by Special Situations Fund in Q1, E.I. (Q1) and Special Situations Cayman Fund, E.I. (Cayman), respectively 1,973,092 shares of Common Stock are held by QP, 1,000,000 shares of Common Stock are held by Cayman. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP and Cayman is limited to the extent of his pecuniary interest.

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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