

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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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 *
 SNIDER STEPHEN A

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)
 Chairman, President and CEO

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	(A) or (D)	Price
Common Stock, par value \$0.01	08/20/2007		D ⁽¹⁾		96,563 ⁽²⁾	D	\$ 0 0
Common Stock, par value \$0.01	08/20/2007		D ⁽¹⁾		500	D	\$ 0 0
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 Number of Shares
Stock Option (right to buy)	\$ 31.65	08/20/2007		D ⁽³⁾	90,523	<u>(4)</u>	12/11/2010	Common Stock	90,523
Stock Option (right to buy)	\$ 33.6	08/20/2007		D ⁽³⁾	97,024	<u>(4)</u>	04/20/2011	Common Stock	97,024
Stock Option (right to buy)	\$ 21.3	08/20/2007		D ⁽³⁾	145,306	<u>(4)</u>	02/19/2012	Common Stock	145,306
Stock Option (right to buy)	\$ 16.71	08/20/2007		D ⁽³⁾	29,015	<u>(4)</u>	03/10/2013	Common Stock	29,015
Stock Option (right to buy)	\$ 30.07	08/20/2007		D ⁽³⁾	35,000	<u>(4)</u>	04/30/2014	Common Stock	35,000
Stock Option (right to buy)	\$ 38.15	08/20/2007		D ⁽³⁾	30,000	<u>(4)</u>	03/09/2015	Common Stock	30,000
Stock Option (right to buy)	\$ 43.39	08/20/2007		D ⁽³⁾	130,000	<u>(4)</u>	03/03/2016	Common Stock	130,000
Stock Option (right to buy)	\$ 75.27	06/12/2007		D ⁽³⁾	38,651	06/12/2008 ⁽⁵⁾	06/12/2017	Common Stock	38,651

