

UNIVERSAL COMPRESSION HOLDINGS INC
 Form 4
 June 18, 2007

FORM 4

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

OMB APPROVAL

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 Expires: January 31, 2005
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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 *
 DANNER ERNIE L

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)
 06/14/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & COO

HOUSTON, TX 77041

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 | 06/14/2007 | | S | 900 | D \$ 78.63 | 62,216 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 | 06/14/2007 | | S | 800 | D \$ 78.62 | 61,416 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 | 06/14/2007 | | S | 100 | D \$ 78.61 | 61,316 ⁽¹⁾ | D |
| Common Stock, par | 06/14/2007 | | S | 300 | D \$ 78.6 | 61,016 ⁽¹⁾ | D |

value \$0.01

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 100 | D | \$ 78.59 | 60,916 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 600 | D | \$ 78.58 | 60,316 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 500 | D | \$ 78.56 | 59,816 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

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|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 100 | D | \$ 78.55 | 59,716 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 200 | D | \$ 78.54 | 59,516 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 901 | D | \$ 78.53 | 58,615 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 800 | D | \$ 78.52 | 57,815 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 500 | D | \$ 78.51 | 57,315 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-----|---|-------------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|---------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 2,900 | D | \$ 78.5 | 54,415 ⁽¹⁾ | D |
|--------------------------------------|------------|---|-------|---|---------|-----------------------|---|

| | | | | | | | |
|--------------------------------------|------------|---|-------|---|-------------|-----------------------|---|
| Common Stock, par value \$0.01 | 06/14/2007 | S | 1,000 | D | \$ 78.49 | 53,415 ⁽¹⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DANNER ERNIE L 4444 BRITTMOORE ROAD HOUSTON, TX 77041 | X | | Exec VP & COO | |

Signatures

Kelly M. Battle, Attorney-in-Fact for Ernie L.
Danner

06/18/2007

__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).

(1) Includes 898 shares through the Employee Supplemental Savings Plan, 4,690 shares through the Employee Stock Purchase Plan (of which 4,029 of these are held directly) and 1,340 shares through the 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.