

NORTH POINTE CAPITAL LLC
Form SC 13G/A
February 13, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Ultra Clean Holdings, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
90385V107
(CUSIP Number)
12/31/2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 90385V107

13G

Page 2 of 7 Pages

NAME OF REPORTING PERSON

1.

NorthPointe Capital, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF -0-

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8.

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

-0-

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0.00%(see response to Item 4)

TYPE OF REPORTING PERSON*(SEE INSTRUCTIONS)

12.

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT

Executive Vice
President and President
of Comdata

\$

371,561

\$

500,000

\$

360,750

Gary M. Nelson

Executive Vice
President, Chief
Administrative Officer,

General Counsel and
Corporate Secretary

344,615

365,000

273,611

Douglas C. Neve

Executive Vice
President and Chief
Financial Officer

400,000

400,000

369,048

2. Awarded Mr. Krow a 72,993 restricted stock unit award under the Ceridian Corporation 2004 Long-Term Stock Incentive Plan, as amended (2004 LTSIP). This one-time retention restricted stock unit award was granted pursuant to the terms of the 2004 LTSIP and the form of restricted stock unit award agreement approved by the Committee in February 2006, with the exception that Mr. Krow's award will vest in full upon the third anniversary of the date of grant.

3. Established for 2007 the target annual cash performance bonus percentage for Mr. Krow at 100% of his base salary, with a threshold bonus percentage equal to 70% of his base salary and a maximum possible bonus equal to 130% of his base salary.

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CERIDIAN CORPORATION

/s/ Gary M. Nelson
Gary M. Nelson
Executive Vice President, Chief Administrative
Officer, General Counsel and Corporate Secretary

Dated: February 22, 2007

3

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The clients of NorthPointe, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive dividends from as well as the proceeds from the sale of such securities reported on this statement. As of 12/31/2008, no client's interest related to more than 5%.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8.

Identification and Classification of Members of the Group.

Not applicable.

Item 9.

Notice of Dissolution of Group.

Not applicable.

Item 10.

Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2009.

NorthPointe Capital, LLC

By: /s/ Libby E. Liebig
Libby E. Liebig
Chief Compliance Officer