

Universal Compression Partners, L.P.

Form 3

October 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â UNIVERSAL
COMPRESSION HOLDINGS
INC

(Last) (First) (Middle)

4444 BRITTMOORE ROAD

(Street)

HOUSTON,Â TXÂ 77041

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/16/2006

3. Issuer Name and Ticker or Trading Symbol

Universal Compression Partners, L.P. [UCLP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Units representing limited partner interests

0 ⁽¹⁾D ⁽¹⁾ Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| Date Exercisable | Expiration Date | Title (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|--------------------|---------------------|----------------------------------|------------------------------------|---|---------|
| | | | | | | |
| Subordinated Units representing limited partner interests | Â (2) | Â (2) | Common Units | 0 (1) | \$ (2) | D (1) Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNIVERSAL COMPRESSION HOLDINGS INC 4444 BRITTMOORE ROAD HOUSTON, TX 77041 | Â | Â X | Â | Â |
| UNIVERSAL COMPRESSION INC 4444 BRITTMOORE ROAD HOUSTON, TX 77041 | Â | Â X | Â | Â |
| UCI MLP LP LLC 4444 BRITTMOORE ROAD HOUSTON, TX 77041 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Donald C. Wayne, Vice President, Secretary and General Counsel of Universal Compression Holdings, Inc. | 10/16/2006 |
| **Signature of Reporting Person | Date |
| /s/ Donald C. Wayne, Vice President, Secretary and General Counsel of Universal Compression, Inc. | 10/16/2006 |
| **Signature of Reporting Person | Date |
| /s/ Donald C. Wayne, Vice President, Secretary and General Counsel of UCI MLP LP LLC | 10/16/2006 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Universal Compression, Inc. ("UCI") owns a 98% LP interest in the Issuer. Universal Compression Holdings, Inc. ("UCH") owns 100% of UCI and thus may be deemed to beneficially own all of the reported securities. At the IPO closing, UCI will contribute certain equity interests to the Issuer in exchange for 825,000 common units representing limited partner interests and 6,325,000 subordinated units representing limited partner interests of the Issuer, reducing UCI's LP interest to 56.5%. Immediately following the IPO closing, UCI will contribute all of such common and subordinated units to its wholly-owned subsidiary UCI MLP LP LLC.
- (1) Each subordinated unit will convert into one common unit at the end of the subordination period, which will end if the Issuer has earned and paid at least \$1.40 on each outstanding unit for any three consecutive, non-overlapping four-quarter periods ending on or after September 30, 2011, but may end as soon as September 30, 2008, if the Issuer meets additional financial tests as described in the partnership agreement. The subordinated units have no expiration date.
- (2)

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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