

ULTRA CLEAN HOLDINGS INC
Form 4
July 09, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Mezhvinsky Leonid

2. Issuer Name and Ticker or Trading Symbol
ULTRA CLEAN HOLDINGS INC [UCTT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President

(Last) (First) (Middle)
ULTRA CLEAN HOLDINGS, INC., 150 INDEPENDENCE DR.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2007

MENLO PARK, CA 94025

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock ⁽²⁾	07/06/2007		S	500 D \$ 13.64	1,769,790	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007		S	700 D \$ 13.66	1,769,090	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007		S	500 D \$ 13.68	1,768,590	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007		S	1,100 D \$ 13.72	1,767,490	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007		S	2,500 D \$ 13.75	1,764,990	I	By trust ⁽¹⁾

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Common Stock ⁽²⁾	07/06/2007	S	1,100	D	\$ 13.76	1,763,890	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	600	D	\$ 13.77	1,763,290	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	10,500	D	\$ 13.78	1,752,790	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	5,300	D	\$ 13.8	1,747,490	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	500	D	\$ 13.86	1,746,990	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	600	D	\$ 13.88	1,746,390	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	500	D	\$ 13.89	1,745,890	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	500	D	\$ 13.9	1,745,390	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	500	D	\$ 13.91	1,744,890	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	600	D	\$ 13.92	1,744,290	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	431	D	\$ 13.96	1,743,859	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	300	D	\$ 13.97	1,743,559	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	69	D	\$ 13.98	1,743,490	I	By trust ⁽¹⁾
Common Stock ⁽²⁾	07/06/2007	S	100	D	\$ 14	1,743,390	I	By trust ⁽¹⁾

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

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SEC 1474
(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 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	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 Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mezhvinsky Leonid ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025	X		President	

Signatures

/s/ Jack Sexton, as Attorney-in-Fact	07/09/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Revocable Trust of Leonid Mezhvinsky and Inna Mezhvinsky, dated April 26, 1988
 - (2) Sale of shares pursuant to Rule 10b5-1 Plan adopted in November 2006.

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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