#### ULTRA CLEAN HOLDINGS INC

Form 4 July 16, 2007

### FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

MENLO PARK, CA 94025

**OMB APPROVAL** 

**OMB** Number:

3235-0287

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response... 0.5

1. Name and Address of Reporting Person * Mezhvinsky Leonid	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	ULTRA CLEAN HOLDINGS INC [UCTT]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director10% Owner _X_ Officer (give title Other (specify		
ULTRA CLEAN HOLDINGS,	07/12/2007	below) below) President		
INC., 150 INDEPENDENCE DR.		riesident		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
		_X_ Form filed by One Reporting Person		
MENI O PARK CA 94025		Form filed by More than One Reporting		

Person

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (2)	07/12/2007		S	16,000	D	\$ 13	1,539,790	I	By trust (1)
Common Stock (2)	07/12/2007		S	4,000	D	\$ 13.01	1,535,790	I	By trust (1)
Common Stock (2)	07/12/2007		S	4,000	D	\$ 13.05	1,531,790	I	By trust (1)
Common Stock (2)	07/12/2007		S	4,000	D	\$ 13.07	1,527,790	I	By trust (1)
Common Stock (2)	07/12/2007		S	4,000	D	\$ 13.09	1,523,790	I	By trust (1)

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Common Stock (2)	07/12/2007	S	7,400	D	\$ 13.04	1,516,390	I	By trust (1)
Common Stock (2)	07/12/2007	S	5,900	D	\$ 13.06	1,510,490	I	By trust (1)
Common Stock (2)	07/12/2007	S	2,700	D	\$ 13	1,507,790	I	By trust (1)
Common Stock (2)	07/12/2007	S	9,000	D	\$ 12.94	1,498,790	I	By trust (1)
Common Stock (2)	07/12/2007	S	5,000	D	\$ 12.96	1,493,790	I	By trust (1)
Common Stock (2)	07/12/2007	S	7,000	D	\$ 12.99	1,486,790	I	By trust (1)
Common Stock (2)	07/12/2007	S	6,400	D	\$ 13.01	1,480,390	I	By trust (1)
Common Stock (2)	07/12/2007	S	12,700	D	\$ 12.91	1,467,690	I	By trust (1)
Common Stock (2)	07/12/2007	S	3,900	D	\$ 12.9	1,463,790	I	By trust (1)
Common Stock (2)	07/12/2007	S	4,000	D	\$ 12.95	1,459,790	I	By trust (1)
Common Stock (2)	07/12/2007	S	1,500	D	\$ 13	1,458,290	I	By trust (1)
Common Stock (2)	07/12/2007	S	5,900	D	\$ 13.07	1,452,390	I	By trust (1)
Common Stock (2)	07/12/2007	S	9,000	D	\$ 13.14	1,443,390	I	By trust (1)
Common Stock (2)	07/16/2007	S	9,500	D	\$ 13.07	1,433,890	I	By trust (1)
Common Stock (2)	07/16/2007	S	7,500	D	\$ 13.12	1,426,390	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

Own

Follo

Repo

Trans

(Insti

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mezhvinsky Leonid

ULTRA CLEAN HOLDINGS, INC.
150 INDEPENDENCE DR.

MENLO PARK, CA 94025

# **Signatures**

/s/ Jack Sexton, as
Attorney-in-Fact
07/16/2007

\*\*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) 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. 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.

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