

DUROC-DANNER BERNARD J
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
DUROC-DANNER BERNARD J

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

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

4444 BRITTMOORE ROAD

(Street)

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

HOUSTON, TX 77041

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	02/02/2005		M		5,000	A	\$ 28.95
Common Stock, par value \$0.01	02/02/2005		M		3,103	A	\$ 21.3
Common Stock, par value \$0.01	02/02/2005		S		8,103	D	\$ 39.05
Common Stock, par	02/03/2005		M		5,000	A	\$ 28.95

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value \$0.01

Common Stock, par value \$0.01	02/03/2005	M	4,397	A	\$ 21.3	9,397	D
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Common Stock, par value \$0.01	02/03/2005	M	7,500	A	\$ 16.71	16,897	D
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Common Stock, par value \$0.01	02/03/2005	S	16,897	D	\$ 38.11	0	D
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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 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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 28.95	02/02/2005		M	5,000	08/16/2002 08/16/2011	Common Stock	5,000
Stock Option (right to buy)	\$ 21.3	02/02/2005		M	3,103	02/19/2003 02/19/2012	Common Stock	3,103
Stock Option (right to buy)	\$ 28.95	02/03/2005		M	5,000	08/16/2002 08/16/2011	Common Stock	5,000
Stock Option (right to buy)	\$ 21.3	02/03/2005		M	4,397	02/19/2003 02/19/2012	Common Stock	4,397

buy)

Stock

Option (right to buy)	\$ 16.71	02/03/2005		M	7,500	03/10/2004	03/10/2013	Common Stock	7,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUROC-DANNER BERNARD J 4444 BRITTMOORE ROAD HOUSTON, TX 77041			X	

Signatures

D. Bradley Childers, Attorney-in-Fact for Bernard Duroc-Danner	02/04/2005
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__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).

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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