

ULTRA CLEAN HOLDINGS INC
Form 4
November 22, 2006

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 *
KRISHNAN SOWMYA

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

ULTRA CLEAN HOLDINGS, INC., 150 INDEPENDENCE DR.

(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

MENLO PARK, CA 94025

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/20/2006 | | M | 9,375 | A \$ 6.55 | 28,325 | D |
| Common Stock | 11/20/2006 | | M | 625 | A \$ 7 | 28,950 | D |
| Common Stock | 11/20/2006 | | S | 625 | D \$ 14.13 | 28,325 | D |
| Common Stock ⁽¹⁾ | 11/20/2006 | | S | 1,075 | D \$ 14.13 | 27,250 | D |
| Common Stock ⁽¹⁾ | 11/20/2006 | | S | 100 | D \$ 14.12 | 27,150 | D |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock <u>(1)</u> | 11/20/2006 | S | 200 | D | \$ 14.08 | 26,950 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 100 | D | \$ 14.07 | 26,850 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 600 | D | \$ 14.06 | 26,250 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 500 | D | \$ 14.05 | 25,750 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 200 | D | \$ 14.03 | 25,550 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 1,900 | D | \$ 14.02 | 23,650 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 100 | D | \$ 14.01 | 23,550 | D |
| Common Stock <u>(1)</u> | 11/20/2006 | S | 4,600 | D | \$ 14 | 18,950 | D |

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 | \$ 6.55 | 11/20/2006 | | M | 9,375 | <u>(2)</u> 05/09/2015 | Common Stock | 9,375 |
| Stock Option | \$ 7 | 11/20/2006 | | M | 625 | <u>(2)</u> 03/24/2014 | Common Stock | 625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRISHNAN SOWMYA ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025 | | | Chief Technology Officer | |

Signatures

/s/ Jack Sexton, as
 Attorney-in-Fact

11/21/2006

__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) Sale of shares pursuant to Rule 10b5-1 Plan adopted in November 2006.

(2) The option becomes exercisable over 4 years from the date of grant, with 25% becoming exercisable after the first year and monthly thereafter.

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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