

Mezhvinsky Leonid
Form 4
May 20, 2011

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2011

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

ULTRA CLEAN HOLDINGS, INC., 26462 CORPORATE AVE.

(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

HAYWARD, CA 94545

(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) Code V Amount Price | | | |
| Common Stock | | | | | 7,500 | D | |
| Common Stock | 05/10/2011 | | S | 300 D \$ 11.72 | 198,652 | I | by Trust (1) |
| Common Stock | 05/11/2011 | | S | 750 D \$ 11.55 | 197,902 | I | by Trust (1) |
| Common Stock | 05/12/2011 | | S | 1,500 D \$ 11.35 (2) | 196,402 | I | by Trust (1) |
| | 05/16/2011 | | S | 500 D | 195,902 | I | |

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| | | | | | | | | | | |
|--------------|------------|--|---|-------|-------|------------|-------|---------|------------|------------|
| Common Stock | | | | | \$ | | | | by Trust | |
| | | | | | 10.94 | | | | <u>(1)</u> | |
| Common Stock | 05/18/2011 | | S | 1,000 | D | \$ | 10.75 | 194,902 | I | by Trust |
| | | | | | | <u>(3)</u> | | | | <u>(1)</u> |

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. 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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mezhvinsky Leonid ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE. HAYWARD, CA 94545 | X | | | |

Signatures

/s/ Clarence Granger, as attorney-in-fact
05/20/2011
**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).

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- (1) Revocable Trust of Leonid Mezhvinsky and Inna Mezhvinsky, dated April 26, 1988.

This is the weighted average sales price. Shares were sold in multiple transactions at prices ranging between \$11.15 and \$11.55. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange

- (2) Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.

This is the weighted average sales price. Shares were sold in multiple transactions at prices ranging between \$10.66 and \$10.84. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange

- (3) Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.

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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