

ULTRA CLEAN HOLDINGS INC

Form 4

March 08, 2010

**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

(Last) (First) (Middle)

ULTRA CLEAN HOLDINGS,  
INC., 26462 CORPORATE AVE.

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ULTRA CLEAN HOLDINGS INC  
[UCTT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

02/23/2010

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

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

**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	02/23/2010		S		2,000	D \$ 8.97	496,952	I	By trust <sup>(1)</sup>
Common Stock	02/23/2010		S		2,000	D \$ 8.96	494,952	I	By trust <sup>(1)</sup>
Common Stock	02/23/2010		S		1,000	D \$ 9.03	493,952	I	By trust <sup>(1)</sup>
Common Stock	02/23/2010		S		2,000	D \$ 8.9	491,952	I	By trust <sup>(1)</sup>
Common Stock	02/23/2010		S		2,000	D \$ 8.9	489,952	I	By trust <sup>(1)</sup>

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Common Stock	02/23/2010	S	2,000	D	\$ 8.91	487,952	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	200	D	\$ 8.92	487,752	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	800	D	\$ 8.95	486,952	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	1,500	D	\$ 9.03	485,452	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	1,500	D	\$ 9.03	483,952	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	2,000	D	\$ 9.02	481,952	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	145	D	\$ 8.9	481,807	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	655	D	\$ 8.9	481,152	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	2,000	D	\$ 8.96	479,152	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	1,200	D	\$ 8.91	477,952	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	850	D	\$ 8.93	477,102	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	1,150	D	\$ 8.96	475,952	I	By trust <u>(1)</u>
Common Stock	02/23/2010	S	2,000	D	\$ 8.98	473,952	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	6,210	D	\$ 9	467,742	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	1,290	D	\$ 8.95	466,452	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	2,000	D	\$ 8.91	464,452	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	500	D	\$ 9.07	463,952	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	700	D	\$ 9.29	463,252	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	2,000	D	\$ 9.19	461,252	I	By trust <u>(1)</u>
Common Stock	02/24/2010	S	2,000	D	\$ 9.13	459,252	I	By trust <u>(1)</u>
	02/24/2010	S	2,000	D		457,252	I	By trust <u>(1)</u>

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Common Stock						\$ 9.17			
Common Stock	02/24/2010		S	1,000	D	\$ 9.02	456,252	I	By trust <sup>(1)</sup>
Common Stock	02/24/2010		S	700	D	\$ 9.08	455,552	I	By trust <sup>(1)</sup>
Common Stock	02/24/2010		S	300	D	\$ 9.26	455,252	I	By trust <sup>(1)</sup>
Common Stock	02/24/2010		S	2,000	D	\$ 9.27	453,252	I	By trust <sup>(1)</sup>

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 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. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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/ Linda Clements, as  
Attorney-in-Fact

03/08/2010

\_\_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.

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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