

ULTRA CLEAN HOLDINGS INC
 Form 4
 March 03, 2009

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 *
SEXTON JACK

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
ULTRA CLEAN HOLDINGS, INC., 150 INDEPENDENCE DR.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2009

MENLO PARK, CA 94025

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

(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 ⁽²⁾	02/27/2009		D	V	11,500	D	\$ 0
Common Stock	02/27/2009		P		6,100	D	\$ 1.16
Common Stock	02/27/2009		P		500	D	\$ 1.17
Common Stock	02/27/2009		P		840	D	\$ 1.18
Common Stock	02/27/2009		P		1,560	D	\$ 1.19

Common Stock	02/27/2009	P	4,000	A	\$ 1.2	24,500	D
Common Stock	02/27/2009	P	3,000	A	\$ 1.21	27,500	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 1.11	02/27/2009		A	35,000	<u>(1)</u> 02/27/2019	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEXTON JACK ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025			Chief Financial Officer	

Signatures

/s/ Jack Sexton, as Attorney-in-Fact 03/03/2009

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

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(2) Share amounts represent performance restricted stock units which were cancelled because performance conditions were not met.

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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