

ULTRA CLEAN HOLDINGS INC
 Form 4
 March 26, 2014

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 *
HAYWARD DEBORAH

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)
 Sr VP Global Acct Mgmt.

(Last) (First) (Middle)

ULTRA CLEAN HOLDINGS, INC., 26462 CORPORATE AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2014

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)
			Code	V	Amount or Price		
Common Stock	03/24/2014		M		49,447 A \$ 1.11	D	
Common Stock	03/24/2014		S ⁽¹⁾		49,447 D \$ 13.689	D	
Common Stock	03/24/2014		M		25,000 A \$ 6.55	D	
Common Stock	03/24/2014		M		20,000 A \$ 8.61	D	
	03/24/2014		S ⁽¹⁾		45,000 D	D	

Common Stock					\$	13,614	
					(3)		
Common Stock	03/25/2014		M	10,553	A	\$ 1.11	80,486 D
Common Stock	03/25/2014		S ⁽¹⁾	10,553	D	\$ 14	69,933 D

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.11	03/24/2014		M	49,447	02/27/2010 ⁽⁴⁾ 02/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.55	03/24/2014		M	25,000	05/09/2006 ⁽⁵⁾ 05/09/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.61	03/24/2014		M	20,000	05/18/2007 ⁽⁶⁾ 05/18/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.11	03/25/2014		M	10,553	02/27/2010 ⁽⁴⁾ 02/27/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Sr VP Global Acct Mgmt.

HAYWARD DEBORAH
ULTRA CLEAN HOLDINGS, INC.
26462 CORPORATE AVE
HAYWARD, CA 94545

Signatures

/s/ Clarence L. Granger, as attorney-in-fact for Deborah
Hayward

03/26/2014

__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 February 21, 2014.

This is the weighted average sales price. Shares were sold in multiple transactions at prices ranging between \$13.49 and \$14.18. 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 \$13.52 and \$13.75. 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.

(4) The option became exercisable over 4 years from the date of grant (2/27/2009), with 25% becoming exercisable after the first year and monthly thereafter.

(5) The option became exercisable over 4 years from the date of grant (5/9/2005), with 25% becoming exercisable after the first year and monthly thereafter.

(6) The option became exercisable over 4 years from the date of grant (5/18/2006), 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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