

UNIVERSAL COMPRESSION HOLDINGS INC  
Form 8-K  
September 14, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **September 14, 2006 (September 8, 2006)**

**Universal Compression Holdings, Inc.**

**Universal Compression, Inc.**

(Exact Name of Registrants as Specified in their Charters)

**Delaware**  
**Texas**  
(State or other jurisdiction  
of incorporation)

**001-15843**  
**333-48279**  
(Commission  
File Number)

**13-3989167**  
**74-1282680**  
(I.R.S. Employer  
Identification No.)

**4444 Brittmoore Road, Houston, Texas**  
(Address of principal executive offices)

**77041**  
(Zip Code)

**(713) 335-7000**  
(Registrants telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01** Entry Into a Material Definitive Agreement.

On September 8, 2006, the Board of Directors of Universal Compression Holdings, Inc. (the Company), based upon advice from a third party compensation consultant, adjusted the stock option grant methodology utilized to compensate its directors who are not employees of the Company. Previously, the Company's non-employee directors have been awarded annual grants of options utilizing a fixed number of shares under the Company's Incentive Stock Option Plan, which last year was 7,500. The Board elected to move to a grant-date value with a target award equal to \$125,000 (with an assumed option valuation rate as a percentage of face value) rounded to the nearest 100 options. No other modifications were made to the Company's director compensation arrangements.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**UNIVERSAL COMPRESSION HOLDINGS, INC.**  
**UNIVERSAL COMPRESSION, INC.**  
(Registrants)

Date: September 14, 2006

By: */s/* J. MICHAEL ANDERSON  
J. Michael Anderson  
Senior Vice President  
and Chief Financial Officer