

ULTRA CLEAN HOLDINGS INC

Form 4

November 15, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)

**ULTRA CLEAN HOLDINGS,
INC, 26462 CORPORATE AVE**

(Street)

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

11/13/2013

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

Sr Vice President, Sales

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2013		M	4,251 A \$ 7	63,696	D	
Common Stock	11/13/2013		S	4,251 D \$ 10	59,445	D	
Common Stock	11/14/2013		M	26,999 A \$ 7	86,444	D	
Common Stock	11/14/2013		S	26,999 D \$ 10	59,445	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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Employee Stock Option (right to buy)	\$ 7	11/13/2013		M	4,251	03/24/2005 ⁽¹⁾ 03/24/2014	Common Stock
Non-Qualified Employee Stock Option (right to buy)	\$ 7	11/14/2013		M	26,999	03/24/2005 ⁽¹⁾ 03/24/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAYWARD DEBORAH ULTRA CLEAN HOLDINGS, INC 26462 CORPORATE AVE HAYWARD, CA 94545	Sr Vice President, Sales

Signatures

/s/ Deborah
Hayward 11/15/2013

**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) Option became exercisable over 4 years from the date of grant (3/24/2004), with 25% becoming exercisable after the first year and monthly thereafter.

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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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