

Ultra Clean Holdings, Inc.  
Form 4  
February 24, 2015

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

OMB APPROVAL

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**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 \*  
GRANGER CLARENCE L

(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]

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

02/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/20/2015                           |  | M                              |   | 22,792 A \$ 6.55  | 247,803 <sup>(1)</sup>                                   | D                                 |
| Common Stock                    | 02/20/2015                           |  | S                              |   | 22,792 D \$ 8.5197 <sup>(2)</sup>   | 225,011  | D                                 |
| Common Stock                    | 02/23/2015                           |  | M                              |   | 12,600 A \$ 6.55  | 237,611  | D                                 |
| Common Stock                    | 02/23/2015                           |  | S                              |   | 12,600 D \$ 8.2922 <sup>(3)</sup>   | 225,011  | D                                 |
|                                 | 02/24/2015                           |  | M                              |   | 48,280 A \$ 6.55  | 273,291  | D                                 |

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Common  
Stock

|                 |            |   |        |   |              |         |   |
|-----------------|------------|---|--------|---|--------------|---------|---|
| Common<br>Stock | 02/24/2015 | S | 48,280 | D | \$<br>8.3103 | 225,011 | D |
|                 |            |   |        |   | <u>(4)</u>   |         |   |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 6.55  | 02/20/2015                           |  | M                              | 22,792  | 05/09/2006 <sup>(5)</sup> 05/09/2015                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.55  | 02/23/2015                           |  | M                              | 12,600  | 05/09/2006 <sup>(5)</sup> 05/09/2015                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.55  | 02/24/2015                           |  | M                              | 48,280  | 05/09/2006 <sup>(5)</sup> 05/09/2015                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GRANGER CLARENCE L<br>ULTRA CLEAN HOLDINGS, INC.<br>26462 CORPORATE AVE<br>HAYWARD, CA 94545 | X             |           |         |       |

## Signatures

/s/ Angie Sandoval, as attorney-in-fact for Clarence L.  
Granger

02/24/2015

\_\_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).  

This total has been adjusted to reflect 109,217 shares that were forfeited when Mr. Granger retired as the Company's Chief Executive Officer effective as of January 19, 2015 from a total of three (3) restricted stock unit awards and one (1) performance restricted stock unit award. Mr. Granger remains as the Company's non-executive Chairman of the Board of Directors.
- (1) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$8.50 to \$8.66. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- (2) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$8.27 to \$8.40. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.
- (3) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$8.20 to \$8.42. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.
- (4) The option becomes exercisable over 4 years from the date of grant (5/9/2005), with 25% becoming exercisable after the first year and monthly thereafter.
- (5)

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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