

GRANGER CLARENCE L
Form 4
July 28, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GRANGER CLARENCE L

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)
26462 CORPORATE AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2010

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

HAYWARD, CA 94545
(City) (State) (Zip)

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

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	07/27/2010		M		95,502 A \$ 1	456,897	D
Common Stock	07/27/2010		S		95,502 D \$ 10.5	361,395	D
Common Stock	07/27/2010		M		34,593 A \$ 6.55	395,988	D
Common Stock	07/27/2010		S		34,953 D \$ 10.5	361,395	D
Common Stock	07/27/2010		M		6,250 A \$ 1.11	367,645	D

Common Stock 07/27/2010 S 6,250 D \$ 10.5 361,395 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 1	07/27/2010		M	95,502	(1) 02/21/2013	Common Stock	95,502	
Non-Qualified Stock Option (right to buy)	\$ 1.11	07/27/2010		M	6,250	(1) 02/17/2019	Common Stock	6,250	
Non-Qualified Stock Option (right to buy)	\$ 6.55	07/27/2010		M	34,593	(1) 05/09/2015	Common Stock	34,593	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRANGER CLARENCE L 26462 CORPORATE AVE HAYWARD, CA 94545	X		Chairman And CEO	

Signatures

/s/ Clarence L. Granger 07/28/2010

**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.

Remarks:

See continuation page(s) for footnotes

Granger, Clarence L.
26462 Corporate Ave
Hayward, CA 94545

Ultra Clean Holdings Inc. (UCTT)
7/27/2010

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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