

Ultra Clean Holdings, Inc.
Form 4
March 01, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
WIER BRUCE C

(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)

02/27/2016

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)
SVP, Engineering

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)
				(A) or (D)	Price		
Common Stock	02/27/2016		F	174 ⁽¹⁾ D	\$ 5.31	29,323	D
Common Stock	02/27/2016		F	875 ⁽²⁾ D	\$ 5.31	28,448	D
Common Stock	02/28/2016		F	394 ⁽³⁾ D	\$ 5.31	28,054	D
Common Stock	02/28/2016		F	1,313 ⁽⁴⁾ D	\$ 5.31	26,741	D

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIER BRUCE C ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545			SVP, Engineering	

Signatures

/s/ Marty Estkowski, as attorney-in-fact for Bruce C. Wier
 **Signature of Reporting Person
 Date 03/01/2016

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) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a performance restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on February 22, 2016.
- (2) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on March 3, 2015.
- (3) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a performance restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on February 13, 2015.
- (4) Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on March 4, 2014.

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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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