

Universal Compression Partners, L.P.

Form 3

October 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â UNIVERSAL
COMPRESSION HOLDINGS
INC

(Last) (First) (Middle)

4444 BRITTMOORE ROAD

(Street)

HOUSTON,Â TXÂ 77041

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/16/20063. Issuer Name **and** Ticker or Trading Symbol

Universal Compression Partners, L.P. [UCLP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Units representing limited partner
interests0 ⁽¹⁾D ⁽¹⁾ ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units representing limited partner interests	Â <u>(2)</u>	Â <u>(2)</u>	Common Units	0 <u>(1)</u>	\$ <u>(2)</u>	D <u>(1)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNIVERSAL COMPRESSION HOLDINGS INC 4444 BRITTMOORE ROAD HOUSTON, TX 77041	Â	Â X	Â	Â
UNIVERSAL COMPRESSION INC 4444 BRITTMOORE ROAD HOUSTON, TX 77041	Â	Â X	Â	Â
UCI MLP LP LLC 4444 BRITTMOORE ROAD HOUSTON, TX 77041	Â	Â X	Â	Â

Signatures

/s/ Donald C. Wayne, Vice President, Secretary and General Counsel of Universal Compression Holdings, Inc.	10/16/2006
**Signature of Reporting Person	Date
/s/ Donald C. Wayne, Vice President, Secretary and General Counsel of Universal Compression, Inc.	10/16/2006
**Signature of Reporting Person	Date
/s/ Donald C. Wayne, Vice President, Secretary and General Counsel of UCI MLP LP LLC	10/16/2006
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Universal Compression, Inc. ("UCI") owns a 98% LP interest in the Issuer. Universal Compression Holdings, Inc. ("UCH") owns 100% of UCI and thus may be deemed to beneficially own all of the reported securities. At the IPO closing, UCI will contribute certain equity interests to the Issuer in exchange for 825,000 common units representing limited partner interests and 6,325,000 subordinated units representing limited partner interests of the Issuer, reducing UCI's LP interest to 56.5%. Immediately following the IPO closing, UCI will contribute all of such common and subordinated units to its wholly-owned subsidiary UCI MLP LP LLC.
- (1) Each subordinated unit will convert into one common unit at the end of the subordination period, which will end if the Issuer has earned and paid at least \$1.40 on each outstanding unit for any three consecutive, non-overlapping four-quarter periods ending on or after September 30, 2011, but may end as soon as September 30, 2008, if the Issuer meets additional financial tests as described in the partnership agreement. The subordinated units have no expiration date.
- (2)

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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