

ULTRA CLEAN HOLDINGS INC
 Form 4
 November 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr Vice President, Sales

ULTRA CLEAN HOLDINGS, INC, 26462 CORPORATE AVE
 (Street)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
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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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)
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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