

ULTRA CLEAN HOLDINGS INC
Form 4
August 24, 2007

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 *
ROHRS THOMAS M

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)
ULTRA CLEAN HOLDINGS, INC., 150 INDEPENDENCE DR.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2007

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

MENLO PARK, CA 94025

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

(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 (D) Price			
Common Stock	08/22/2007		S		5,000 D \$ 15	32,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHRS THOMAS M ULTRA CLEAN HOLDINGS, INC. 150 INDEPENDENCE DR. MENLO PARK, CA 94025	X			

Signatures

/s/ Jack Sexton, as
Attorney-in-Fact
08/24/2007

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Helena da Costa Silveira Troper

April 1, 1983

Member of the Board of Directors only

June 8, 2016

2 years

(up to 2018 OGM)

Indication for the 1st term of office

Reporting Owners

171.415.338-00

Lawyer

Board of Directors (Alternate)

June 8, 2016

Yes

n/a

She does not exercise other positions or duties in the Company

n/a

André Amaro da Silveira

July 18, 1963

Member of the Board of Directors only

June 8, 2016

2 years

(up to 2018 OGM)

Indication for the 1st term of office

520.609.346-72

Civil Engineer

Board of Directors (Alternate)

June 8, 2016

Yes

n/a

He does not exercise other positions or duties in the Company

Explanation of Responses:

n/a
Marcelo Mancini Stella
January 11, 1963
Member of the Board of Directors only

June 8, 2016

2 years
(up to 2018 OGM)
Indication for the 1st term of office

110.902.258-14
Production Engineer
Board of Directors (Alternate)

June 8, 2016

Yes
n/a
He does not exercise other positions or duties in the Company

n/a

Professional experience/ Declaration of possible adverse sentences/ Independence criteria
JOÃO COX NETO

Mr. Cox is an Economics graduate from Universidade Federal da Bahia with post graduation in Economics from Université du Québec à Montreal and College of Petroleum Studies of Oxford University. Mr. Cox speaks native Portuguese, and English, French and Spanish. He was also a member of the Board of Directors of some companies in different countries (Brazil, Argentina, Holland and Israel), and was also part, as board member, of the CRSFN – National Financial System Resources Council, the Board of Directors of ABRASCA (Brazilian Association of Publicly Held Companies) and of IBRI (Brazilian Institute of Investors' Relations). Since April 1999, he has been deeply involved in the telecommunications industry as Chairman, CEO or Vice-Chairman. From 2006 to 2010, at Claro, the second largest cell phone operator in Brazil, he acted as Chairman, CEO and Vice-Chairman. From April 1999 to August 2004, he acted as Finance and Investors' Relations Vice-Chairman of Telemig Celular Participações and Tele Norte Celular Participações, a position shared with the CEO of Telemig Celular and Amazônia Celular. In 2005, he was the Vice-Chairman of the Board of Directors of Cellcom, the largest cell phone operator in Israel. During his recent period of four years at Claro, Mr. Cox more than doubled the revenue and number of clients, taking it to the second position in market share while he increased EBITDA more than tenfold. The introduction of the 3G technology in Brazil should be emphasized. Mr. Cox is an independent member of the Board of Directors of Embraer, the Chairman of the Board of Directors of Estácio Participações S.A., a Member of the Board of Directors of Linx S.A., a Member of the Board of Directors of Odebrecht TransPort and Founding Partner and company manager of Cox Investimentos & Consuloria Ltda. and Cox Advisory. The board member declares that he is not the object of: (a) any criminal adverse sentence; (b) any adverse sentence in administrative proceedings of the Brazilian Securities Commission (CVM); and (c) any adverse sentence rendered final and unappealable in the judicial or administrative spheres, which has suspended or incapacitated him to perform any professional or commercial activity. Mr. Cox declares that he is not a politically exposed person and that he does not occupy a position in a third-sector organization. In addition, Mr. Cox is considered an independent member based on the independence criterion defined by BM&F Bovespa.

Helena da Costa Silveira Troper

Mrs. Helena Troper joined the Odebrecht Organization in 2010 as a lawyer of the Legal Department of Odebrecht S.A., and still occupies this position today. Before 2010, she acted as senior associate lawyer at the firm Lefosse Advogados, from 2003 to 2010, and was also a visiting lawyer at the law firm Linklaters LLP (New York, NY, USA). Mrs. Helena has a degree in Law by Pontifícia Universidade Católica de São Paulo (PUCSP) and has a master degree from the University of Chicago (Chicago, Illinois, USA). The board member declares that she is not the object of: (a) any criminal adverse sentence; (b) any adverse sentence in administrative proceedings of the Brazilian Securities Commission (CVM); and (c) any adverse sentence rendered final and unappealable in the judicial or administrative spheres, which has suspended or incapacitated her to perform any professional or commercial activity. Mrs. Helena declares that she is not a politically exposed person and that she does not occupy a position in a third-sector organization.

ANDRÉ AMARO DA SILVEIRA

A Member of the Odebrecht Organization for 26 years, André Amaro da Silveira is the Chairman of Odebrecht Defesa e Tecnologia since August 1, 2013. He began his career in heavy infrastructure works

Explanation of Responses:

throughout Brazil. He has been involved in large projects, such as the International Airport of Belo Horizonte, Port of Paranaguá, Port of Recife and the Fepasa Railway in São Paulo. He led the Odebrecht investments in public utility concession services: Águas de Limeira (sanitation in Brazil), Grupo Concessionario del Oeste (roads in Argentina) and Lusoponte (roads in Portugal). He was responsible for Structured Financing, Logistics and Exports at Construtora Noberto Odebrecht (2003 to 2006), for Planning & Development at Braskem S.A. (2008), Personnel and Organization at Odebrecht S.A. (2009 to 2011) and Chairman of Odebrecht Properties (2012). His international experience also includes 4 years in Germany, 3 years in Argentina and 4 years in Portugal, 2 of which as Chairman of Bento Pedroso Construções SA, wholly-owned subsidiary of the Odebrecht Organization. André has a degree in Civil Engineering by Universidade Federal de Minas Gerais in Brazil and an MBA from IMD-International in Switzerland. Mr. André declares that he is not the object of: (a) any criminal adverse sentence; (b) any adverse sentence in administrative proceedings of the Brazilian Securities Commission (CVM); and (c) any adverse sentence rendered final and unappealable in the judicial or administrative spheres, which has suspended or incapacitated him to perform any professional or commercial activity. Mr. André declares that he is not a politically exposed person and that he does not occupy a position in a third-sector organization.

Marcelo Mancini Stella

Mr. Stella is the Vice-Chairman in charge of the trade of Ethanol, Sugar and Energy and of Logistics, Supplies and Development businesses of the International Market at Odebrecht Agroindustrial since 2010. Before Odebrecht Agroindustrial he worked 8 years at Braskem in several positions, leading the Business Offices of Polyethylene, Vinyls and Polypropylene at the Polymers Unit. He worked at Pilkington Brasil Ltd. as Sales and Marketing Director in Brazil. Mr. Stella has a degree in Production Engineering from Escola Politécnica of Universidade de São Paulo, a MBA of Universidade de São Paulo – FIA. He participated in the INSEAD Finance Program, France and the Marketing Program, Cranfield University, England. Mr. Stella declares that he is not the object of: (a) any criminal adverse sentence; (b) any adverse sentence in administrative proceedings of the Brazilian Securities Commission (CVM); and (c) any adverse sentence rendered final and unappealable in the judicial or administrative spheres, which has suspended or incapacitated him to perform any professional or commercial activity. Mr. Stella declares that he is not a politically exposed person and that he does not occupy a position in a third-sector organization.

12.7 / 12.8 – Composition of the statutory committees and the audit, financial and compensation committees

The persons indicated hereby were not, until this date, indicated for any existing committees.

12.9 – Existence of marriage relationship, stable union, or family relation up to the 2^d degree related to managers of the issuing company, controlled companies and controlling companies

The persons indicated hereby do not have any marriage relationship, stable union or family relation up to the 2nd degree related to managers of the issuing company, controlled companies and controlling companies.

12.10 – Relationships of subordination, provision of services or control between managers and controlled companies, controlling companies and others

Identification	CPF (Individual Taxpayers' Register) /CNPJ (National Register of Legal Entities)	Type of relationship of the Manager and the related person	Type of related person
----------------	--	--	------------------------

Issuing Company Manager

Helena da Costa Silveira Troper 171.415.338-00

Subordination

Indirect Controlling company

Alternate Member of the Board of Directors

Related Person

ODEBRECHT S.A.

05.144.757/0001-72

Mrs. Troper is an employee of Odebrecht S.A.

