

Universal Compression Partners, L.P.  
 Form 3  
 October 17, 2006

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

OMB APPROVAL

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**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 \*  
 UNIVERSAL COMPRESSION HOLDINGS INC

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 10/16/2006

3. Issuer Name and Ticker or Trading Symbol  
 Universal Compression Partners, L.P. [UCLP]

(Last) (First) (Middle)  
 4444 BRITTMOORE ROAD  
 (Street)

4. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

HOUSTON, TX 77041  
 (City) (State) (Zip)

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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                  | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Units representing limited partner interests | 0 <sup>(1)</sup>   | D <sup>(1)</sup>  | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|   | Date Exercisable | Expiration Date | (Instr. 4)<br>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 (2)            | Â (2)           | Common Units        | 0 (1)                      | \$ (2)                       | D (1) Â  |

## Reporting Owners

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