

Universal Compression Partners, L.P.

Form 4

October 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**UNIVERSAL COMPRESSION
HOLDINGS INC**

(Last) (First) (Middle)

4444 BRITTMOORE ROAD,

(Street)

HOUSTON, TX 77041

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Units representing limited partner interests	10/20/2006	10/20/2006	J	825,000	A (1) 825,000	D	
Common Units representing limited partner interests	10/20/2006	10/20/2006	D	825,000	D \$ 19.635 0 (1)	D	

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Subordinated Units representing limited partner interests	(2)	10/20/2006	10/20/2006	J ⁽¹⁾		6,325,000		(2)	(2)	Common Units	6,325,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNIVERSAL COMPRESSION HOLDINGS INC 4444 BRITTMOORE ROAD HOUSTON, TX 77041		X		
UNIVERSAL COMPRESSION INC 4444 BRITTMOORE ROAD HOUSTON, TX 77041		X		
UCI MLP LP LLC 103 FOULK ROAD SUITE 205-R WILMINGTON, DE 19803		X		

Signatures

/s/ Donald C. Wayne, Vice President, Secretary and General Counsel of Universal Compression Holdings, Inc.	10/24/2006
____Signature of Reporting Person	Date
/s/ Donald C. Wayne, Vice President, Secretary and General Counsel of Universal Compression, Inc.	10/24/2006
____Signature of Reporting Person	Date

/s/ Donald C. Wayne, Vice President, Secretary and General Counsel of UCI MLP LP LLC

10/24/2006

____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) On October 20, 2006, in connection with the Issuer's initial public offering (the "Offering"), Universal Compression, Inc. ("UCI"), a wholly-owned subsidiary of Universal Compression Holdings, Inc., contributed certain assets to the Issuer in exchange for 825,000 common units and 6,325,000 subordinated units. Immediately following the closing of the Offering, UCI contributed all such common and subordinated units to its wholly-owned subsidiary, UCI MLP LP LLC. On October 20, 2006, in connection with the Offering, the net proceeds from the exercise of the underwriters' option to purchase additional common units were used to redeem these 825,000 common units at a price of \$19.635 per common unit.

(2) 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.

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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