

UNIVERSAL COMPRESSION HOLDINGS INC
Form 8-K
August 03, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 28, 2005**

UNIVERSAL COMPRESSION HOLDINGS, INC.
UNIVERSAL COMPRESSION, INC.

(Exact name of registrants as specified in their charters)

Delaware
Texas
(State or other jurisdiction
of incorporation)

001-15843
333-48279
(Commission
File Number)

13-3989167
74-1282680
(IRS Employer
Identification No.)

4444 Brittmoore Road
Houston, Texas
(Address of principal executive offices)

77041
(Zip Code)

Registrants telephone number, including area code: **(713) 335-7000**

N/A

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement.

On July 28, 2005, the Compensation Committee of the Board of Directors of Universal Compression Holdings, Inc. (the "Company") approved the Officer's Incentive Plan for fiscal year 2006 (the "2006 Bonus Plan"). The 2006 Bonus Plan provides certain officers with the potential to earn a cash bonus expressed as a percentage of salary. A summary of the 2006 Bonus Plan is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(c) *Exhibits*

Exhibit No.	Description
10.1	Summary of Officers' Incentive Plan for Fiscal Year 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

UNIVERSAL COMPRESSION HOLDINGS, INC.
UNIVERSAL COMPRESSION, INC.
(Registrants)

Date: August 3, 2005

By:

/s/ D. BRADLEY CHILDERS
D. Bradley Childers
Senior Vice President, Business Development, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit
10.1	Summary of Officers Incentive Plan for Fiscal Year 2006