

GRANGER CLARENCE L
Form 4/A
January 31, 2011

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 *
GRANGER CLARENCE L

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)
07/27/2010

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)
07/28/2010

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)
Common Stock	07/27/2010		M	(A) Code V	Amount 40,843 (2)	Price \$ 1.11	402,238 (2) (3) 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.

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

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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 Stock Option (right to buy)	\$ 1.11	07/27/2010		M	40,843	02/27/2010 ⁽¹⁾ 02/27/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRANGER CLARENCE L ULTRA CLEAN HOLDINGS INC. 26462 CORPORATE AVE HAYWARD, CA 94545	X		Chairman and CEO	

Signatures

/s/ Angie Sandoval,
Attorney-in-Fact
Date: 01/31/2011

**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) The option becomes exercisable over 4 years from the date of grant, with 25% becoming exercisable after the first year and monthly thereafter.

This Form 4 amendment is being filed to correct the information regarding which option was exercised on July 27, 2010. The number total shares acquired on exercise of stock options was correct, but the option was inadvertently misidentified. The option originally reported with an exercise price of \$6.55 was not exercised. Instead, the option reported in this Form 4 was exercised for 40,843 shares rather than 6,250 shares. This Form 4 amendment reflects only those transactions related to this corrected option exercise. The total number of options exercised, and the total number of shares sold, on July 27, 2010 was reported correctly in the original Form 4.

- (3) The Form 4 amendment does not re-report the sales of the shares acquired on exercise of the stock options because the sale was already reported correctly, so the number of securities beneficially owned by the reported person after the corrected transactions reported in this Form 4 amendment remained 361,395 after the transactions on July 27, 2010.

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.