

MCLAUGHLIN PATRICK J

Form 4

February 12, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>MCLAUGHLIN, PATRICK J</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>UCI (NYSE: UCI)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p>
<p>100 CHETWYND DR STE 202</p> <p style="text-align: center;"><i>(Street)</i></p> <p>ROSEMONT, PA 19010</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for <i>(Month/Day/Year)</i></p> <p>02/11/03</p>	<p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p>
<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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 Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Code	V (A) or (D)	Amount	Price
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Common Stock	02/11/03		P	368 A	\$12.4999	21,713	D	
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Common Stock						4,000	I	Trustees IRA
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
					Code V (A)(D)
					Stock Option \$14.59
					Stock Option \$23.9375
					Stock Option \$6.625
					Stock Option \$6.875
					Stock Option \$8.30
					Stock Option \$9.00
					Stock Option \$9.03
					Stock Option \$9.07
					Stock Option \$14.19
					Stock Option \$14.85
					Stock Option \$15.19
					Stock Option \$16.80
					Stock Option \$18.90
					Stock Option \$20.10
					Stock Option \$12.03 02/11/03 A 368

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	12/01/07	Common Stock	313	D	
	06/17/04	Common Stock	2,094	D	
	04/09/05	Common Stock	50,000	D	
	07/21/05	Common Stock	4,182	D	
	03/31/06	Common Stock	554	D	
	06/16/06	Common Stock	1,153	D	
	06/02/06	Common Stock	505	D	
	06/07/06	Common Stock	3,813	D	
	03/10/07	Common Stock	328	D	
	09/02/06	Common Stock	308	D	

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12/02/06	Common Stock			301	D
09/04/07	Common Stock			269	D
06/16/07	Common Stock			605	D
06/02/07	Common Stock			228	D
03/12/08	Common Stock	368	\$12.03	368	D

Explanation of Responses:

/s/ Patrick J. McLaughlin

02/12/03

**Signature of Reporting
Person

Date

** 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.