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PALACIOS CONNIE  
 Form 144  
 January 06, 2003

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549  
 FORM 144  
 NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES  
 ACT OF 1933  
 ATTENTION: TRANSMIT FOR FILING THREE COPIES  
 OF THIS FORM CONCURRENTLY WITH  
 EITHER PLACING AN ORDER WITH A BROKER TO  
 EXECUTE A SALE OR EXECUTING A SALE  
 DIRECTLY WITH A MARKET MAKER.

1(a) Name of Issuer (Please type or print) UCI (NYSE:UCI)	(b) I.R.S. Ident. No. 75-2044750	(c) S.E.C.
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1(d) Address of Issuer  4001 McEwen Dr., Ste. 200	Street	City  Dallas	State  TX	Zip Code  7
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2(a) Name of Person For Whose Account the Securities are to be Sold  Connie Palacios	(b) I.R.S. Ident. No.  No.	(c) Relationship to Issuer  Officer (Treasurer/Controller)	(d) Address  4001 McEwen
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INSTRUCTION: The Person Filing This Notice Should Contact The Issuer To Obtain  
 The I.R.S. Identification Number  
 and The S.E.C. File Number

3(a) Title of the Class of Securities to be Sold	(b) Name and Address of Each Broker Through Whom the Securities Are to be Offered or Each Market Maker Who is Acquiring the Securities	S.E.C. USE ONLY ----- Broker-Dealer File Number	(c) Number of or Other to be S (See Instr
Common	FutureShare Financials 85 Challenger Road Ridgefield Park, NJ 07660		2,352

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(e) Number of Shares or Other Units Outstanding (See Instr. 3(E))	(f) Approximate Date of Sale (See Instr. 3(F)) (Mo., Day, Yr.)	(g) Name of Each Securities Exchange (See Instr. 3(G))
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47.1 million	1/6/03	NYSE
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INSTRUCTIONS:

1. (a) Name of issuer.  
(b) Issuer's IRS Identification Number.  
(c) Issuer's SEC file number, if any.  
(d) Issuer's address, including zip code.  
(e) Issuer's telephone number, including area code.
2. (a) Name of person for whose account the securities are to be sold.  
(b) Such person's or I.R.S. Identification number, if such a person is an entity.  
(c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing).  
(d) Such person's address, including zip code.
3. (a) Title of the class of securities to be sold.  
(b) Name and address of each broker through whom the securities are intended to be sold.  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount).  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice.  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer.  
(f) Approximate date on which the securities are to be sold.  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold.

TABLE I--SECURITIES TO BE SOLD  
Furnish The Following Information With Respect to The Acquisition of The  
Securities to Be Sold and With  
Respect to The Payment of All or Any Part of The Purchase  
Price or Other Consideration Therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person From Whom Acquired (If Gift, Also Give Date Donor Acquired)	Amount of Securities Acquired
Common	1/6/03	Exercise of Stock Options	Issuer	2,352

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INSTRUCTIONS:

1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.
2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d) (3) of Rule 144, furnish full information with respect thereto.

TABLE II--SECURITIES SOLD DURING THE PAST THREE MONTHS  
 Furnish The Following Information as to All Securities of The Issuer  
 Sold During The Past Three  
 Months By The Person For Whose Account The Securities Are To Be Sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	A Se

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

1/6/03

(DATE OF NOTICE)

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

/s/ Connie Palacios

(SIGNATURE)

The notice shall be signed by the persons for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: INTERNATIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL

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CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).