#### Edgar Filing: Nalco Holding CO - Form 4

Nalas Halding CO

Form 4 March 09, 2009     OMB APPROVAL       FORM 4 March 09, 2009     UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549     OMB APPROVAL       Check this hot if no longer subject 0 Section 16, Form 4 or so beligations section 16, Form 4 or so beligations section 17(a) of the Public Utility Holding Company Act of 1934, obligations section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).     OMB APPROVAL       (Print or Type Response)     Filed pursuant to Section 16(a) of the Securities Exchange Act of 1936, section 17(a) of the Public Utility Holding Company Act of 1940 (b).     S. Relationship of Reporting Person(s) to Issuer       (Print or Type Response)     S. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC] (Lasi)     S. Relationship of Reporting Person(s) to Issuer       (Lasi)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     S. Relationship of Reporting Person(s) to Issuer       (Lasi)     (First)     4. If Amendment, Date Original Filed(Month/Day/Year)     5. Individual or Joint/Group Filing(Check Applicable Line)       (Streel)     4. If Amendment, Date Original Filed(Month/Day/Year)     6. Individual or Joint/Group Filing(Check Applicable Line)       (Chr)     (Stree)     2.0 Deemed Filed(Month/Day/Year)     3. 4. 4. Securities Code Disposed of (D)     6. Owner, Diplicable Line)       (Chr)     (Stree)     2.0 Deemed Filed(Month/Day/Year)     3. 4. 4. Securities Code Disposed of (D)     5. Amount of Owner, Diplicable Line)       (Chr)     (Stree)	Nalco Holdin	g CO											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Washington, D.C. 20549       OMB APPROVAL Washington, D.C. 20549         Check this box is alloget to Section 16. Form 4 or Form 5 of the or Form 5 of cont of a Section 17(a) of the PUBIC Utility Holding Company Act of 1935 or Section 16(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPTO SECURITIES       Check all applicable Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 16(b).       States and the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 17(a) of the Public Utility Holding CO [NLC]       States and the Public Utility Holding CO [NLC]         I. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]       State and the Public Utility Holding CO [NLC]       Check all applicable         I. Mane and Address of Reporting Person 2 (Last)       3. Date of Earliest Transaction (Month/Day/Year)       State and the Public Utility Holding CO [NLC] (Last)       Check all applicable         I. Mane and Address of Reporting Person 2 (City       Kiteel       4. If Amendment, Date Original Filed/Month/Day/Year)       6. Johnore Torm filed by One Reporting Person Security       10% Owner Month/Day/Wear)         I. Maper NULLE, IL 60563       (Zity Month/Day/Year)       3. 4. Securities Month/Day/Year)       5. Montof Month by One Reporting Person Torm filed by One Reporting Person Month/													
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Mumber: January 31, 2005         Find or Form 3 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Mumber: January 31, 2005         I. Name and Address of Reporting Person 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940         I. Name and Address of Reporting Person 1(b).       2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]       S. Relationship of Reporting Person(s) to Issuer         I. Mame and Address of Reporting Person 1(Cast)       0. Middle       3. Date of Earliest Transaction (Month/Day/Year)       S. Relationship of Reporting Person(s) to Issuer         I. Cast)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         (Cast)       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Lino)       0. Note Reporting Person Person         (City)       (State)       (Zip)       Tate I - Non-Derivative Securities Scauties (Month/Day/Year)       3. A. Securities Security Person       6. Ownership Person       6. Ownership Person       7. Nature o	March 09, 20	09											
Check this box if no longer subject to Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 It. Name and Address of Reporting Person <sup>+</sup> Name and Address of Reporting Person <sup>+</sup> Nature of Holding CO [NLC] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 1601 W DIEHL RD. Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Chry) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned I.Title of Scuritie of (Month/Day/Year) (Chry) (State) (Zip) Table I - Non-Derivative Securities Scurities	FORM	4									OMB APPROVAL		
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires: 2005 Estimated average promote hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       1935 or Section 10(a)       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person. 1(b).       2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	UNITED STATES SECURITIES AND EACHANGE COMMISSION									3235-0287			
Subject to subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Etimated average burden hours per response       200         Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       1935 or Section 1940         1. Name and Address of Reporting Person : McCutcheon Stewart Hill       2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         1601 W DIEHL RD.       03/06/2009       Director Filed Month/Day/Year)       0.5         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table 1 - Non-Derivative Securities any       Securities Code       Securities Disposed of (D) Beneficially       Securities Form: Direct Indirect Form: Direct Ind										Expires:			
Section 16.     SECURITIES     Durden hours per response     0.5       Form 4 or Form 5     Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.     0.5     0.5       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.     30(h) of the Investment Company Act of 1935 or Section (b).     1935 or Section 17(a) of the Public Utility Holding Company Act of 1940     105       1. Name and Address of Reporting Person 1 (b).     2. Issuer Name and Ticker or Trading Symbol     5. Relationship of Reporting Person(s) to Issuer     5. Relationship of Reporting Person(s) to Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     03/06/2009     Check all applicable)       (Street)     4. If Amendment, Date Original Filed(Month/Day/Year)     6. Individual or Joint/Group Filing(Check Person       (City)     (State)     (Zip)     Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       1. Title of Security     2. Transaction Date     3.     4. Securities Code     5. Amount of Disposed of (D) Or Code     5. Amount of Disposed of (D) Or Code     6. Ownership Transaction/Acquired (A) or Code     5. Amount of Disposed of (D) Or Code     6. Ownership Transaction(s) (Instr. 3)	-	STATE	MENT O	F CHANO	GES IN B	ENEFI	CIAI	OW	NERSHIP OF		2005		
Form 4 or Form 5 Section 5 may continue.       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       0.5         1. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         I. Name and Address of Reporting Person 1 (Last)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         I. Name and Address of Reporting Person 1 (Last)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         I. Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       0.5         I. 601 W DIEHL RD.       03/06/2009       Director Valid (Month/Day/Year)       Director Valid (Month/Day/Year)       10% Owner Director Director         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by More than One Reporting Person _Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1. Tritle of Security       2. Transaction Date 2A. Deemed (Month/Day/Year)       3. 4. Securities Tansaction/Acquired (A) or Securities       6. Annount of Securities       6. Ownership Form: Direct <td></td> <td colspan="6"></td> <td></td> <td colspan="3"></td>													
obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       1. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         1601 W DIEHL RD.       03/06/2009       —       —       —         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)       —         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Code       5. Amount of Securities       6. Ownership Form filed by More than One Reporting Person       6. Ownership 7. Nature of Security         (Instr. 3)       (Month/Day/Year)       3. 4. Securities As A Securities       5. Amount of Securities       6. Ownership 7. Nature of Security       7. Nature of Security         (Instr. 3)       (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       3. 4. Securities Code       5. Amount of Disposed of (D) Securities       6. Ownership 7. Nature of Security         (A)       Or       Cor       Gownerd Indirect (D) or													
may continue.       Section 17(a) of the Public Utility Hotding Company Act of 1935 of Section         See Instruction       30(h) of the Investment Company Act of 1940         1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         McCutcheon Stewart Hill       Symbol       Issuer         Valco Holding CO [NLC]       (Check all applicable)         (Last)       (First)       (Middle)         3. Date of Earliest Transaction       (Month/Day/Year)         1601 W DIEHL RD.       03/06/2009       — Director         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NAPERVILLE, IL 60563       Table 1 - Non-Derivative Securities Security       5. Amount of City       6. Ownership 7. Nature of Security         (City)       (State)       (Zip)       Table 1 - Non-Derivative Securities any       5. Amount of Code Disposed of (D)       6. Ownership 7. Nature of Security         (Month/Day/Year)       Execution Date, if Any       3. 4. Securities Code V Amount (D)       5. Amount of Code V Amount (D)       6. Ownership 7. Nature of Security								-					
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(Print or Type Responses) 1. Name and Address of Reporting Person <sup>1</sup> . Nalco Holding CO [NLC] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 0.3/06/2009 1601 W DIEHL RD. (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Chief Information Officer (Street) 5. A mount of Conserve Person Security (Month/Day/Year) Chief Information Officer (Month/Day/Year) Chief Information Officer (Month/Day/Year) Chief Information Officer (Instr. 3) (Month/Day/Year) Chief Information Officer (Month/Day/Year) Chief Information Officer		ction	30(h)	of the Inv	estment C	Company	Act	of 194	10				
1. Name and Address of Reporting Person.* McCutcheon Stewart Hill       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         1601 W DIEHL RD.       03/06/2009       —       —       —       —       —       10% Owner (Street)       10% Owner (Month/Day/Year)       —       —       —       10% Owner (Street)       10% Owner (Street)       —       —       —       —       —       —       —       —       —       —       —       —       …	1(b).												
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(Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         1601 W DIEHL RD.       03/06/2009			-										
(Last)       (First)       (Middle)       3. Date of Earliest Transaction         1601 W DIEHL RD.       (Month/Day/Year)	Wiecuteficon	Stewart IIII		-	-								
1601 W DIEHL RD.       (Month/Day/Year)				Naico Ho	Nalco Holding CO [NLC]					(Check all applicable)			
1601 W DIEHL RD.       03/06/2009	(Last)	(First)	(Middle)			nsaction							
Item Hight       Output Display (State)       Output Display (State)       Security       Securities													
(Street)       4. If Ament, Date Original Filed(Month/Day/Year)       6. Individual or Jont/Group Filing(Check Applicable Line) 	1601 W DIEHL RD.			03/06/2009					below) below)				
Filed(Month/Day/Year)       Applicable Line)       .X_Form filed by Une Reporting Person         NAPERVILLE, IL 60563       (Zip)       Table I - Non-Derivative Securities Acquired (A) or       S. Form filed by Une Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired (A) or       S. Amount of       S. Ownership       S. Mature of         1.Title of       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Month/Day/Year)       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Month/Day/Year)       (Month/Day/Year)       2M. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       2M. Deemed       1. Sinse to Acquired (A) or       Securities       Beneficially       0 or       Beneficially       1. Indirect (I)       Ownership         (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)       Indirect (I)       Ownership         (Instr. 4)       Or       Or       Or       On       Securities       Indirect (I)       Ownership         (Instr. 4)									Chief I	nformation Off	icer		
NAPERVILLE, IL 60563       a.X. Form filed by One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of (D)       Disposed of (D)       S. Amount of       6. Ownership       7. Nature of         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D)       6. Ownership       7. Nature of Form: Direct         0.Wonth/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 8)       (Instr. 3, 4 and 5)       0. Owned       Indirect (I)       Ownership Following       Beneficially         (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or Code       V Amount       (D)       Price       (Instr. 3 and 4)       (Instr. 3 and 4)		(Street)		4. If Amen	dment, Date	e Original			6. Individual or Joint/Group Filing(Check				
Image: Security (Instr. 3)       Generation Date (Instr. 4)       Generative Securities Acquired (A) or Code V Amount (D) Price         Image: Security (Instr. 3)       Image: Security (Instr. 4)				Filed(Mont	Filed(Month/Day/Year)					••			
INAPER VILLE, IL 00303       Person         (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.       4. Securities       5. Amount of Securities       6. Ownership 7. Nature of Form: Direct Indirect         0.Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Form: Direct Indirect (I)       Ownership Following (Instr. 4)         (A) or Code V Amount (D) Price       (A) or Code V Amount (D) Price       (Instr. 3 and 4)       (Instr. 3 and 4)													
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities TransactionAcquired (A) or Code5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect(Instr. 3)(Month/Day/Year)3.4. Securities TransactionAcquired (A) or Code5. Amount of Beneficially6. Ownership Form: Direct7. Nature of Form: Direct(Instr. 3)(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)Owned Following (Instr. 4)Indirect (I) (Instr. 4)(A) or CodeOr CodeCode V Amount(A) Or (Instr. 3 and 4)(Instr. 4)	NAPERVILI	LE, IL 60563									porting		
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(Instr. 3) any (Month/Day/Year) (Month/Day/Year) Code V Amount (D) Price Any Code V Amount (D) Price Any Code V Amount (D) Price Any Beneficially (D) or Beneficially (D) or Indirect (I) Owned (Instr. 4) (Instr. 4) (I										1			
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) (A) or Code V Amount (D) Price (Instr. 3 and 4)													
(A) or Code V Amount (D) Price Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)	(IIIstr. 5)			/Dav/Year)					•	· · /			
(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price			(		(	(		- )			- · · · <b>r</b>		
or (Instr. 3 and 4) Code V Amount (D) Price							(A)						
Code V Amount (D) Price													
Destricted					Code V	Amount	(D)	Price	(msu. 5 anu 4)				
Restricted $03/06/2009$ A $9,872$ A $$ 0$ $13,018$ D	Restricted Shares $(1)$	03/06/2009			А	9,872	А	\$0	13,018	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.

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

#### 1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and 8. Price of 2. 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities (Instr. 5) Derivative (Instr. 3 and 4) Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares

### Edgar Filing: Nalco Holding CO - Form 4

## **Reporting Owners**

Reporting Owner Name / Address			Relationships				
	Director	10% Owner	Officer	Other			
McCutcheon Stewart Hill 1601 W DIEHL RD. NAPERVILLE, IL 60563			Chief Information Officer				
Signatures							
/s/Anne Marie Morris, as attorr in fact	ney	03/09/2	2009				

<u>\*\*</u>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) Shares granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan. The shares will vest on March 6, 2012, subject to the terms of the Sign-On Restricted Share Award Agreement.

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.

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