Nelson Gregory N Form 4 February 16, 2007

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Nelson Gregory N

(Middle) (First)

1601 WEST DIEHL ROAD

(Street)

NAPERVILLE, IL 60563-1198

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

Nalco Holding CO [NLC]

3. Date of Earliest Transaction (Month/Day/Year)

02/15/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A)

Securities Beneficially Owned Following Reported

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X\_ Officer (give title

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, GVP, Alt Channels

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Stock Options (1)	\$ 24.01	02/15/2007		A		3,255		12/31/2007	02/15/2017	Common Stock	3,255
Stock Options (1)	\$ 24.01	02/15/2007		A		3,255		12/31/2008	02/15/2017	Common Stock	3,255
Stock Options (1)	\$ 24.01	02/15/2007		A		3,255		12/31/2009	02/15/2017	Common Stock	3,255
Stock Options (1)	\$ 24.01	02/15/2007		A		3,255		12/31/2010	02/15/2017	Common Stock	3,255
2007-2009 Performance Share Grant Cycle (2)	(3)	02/15/2007		A		4,686 (4)		12/31/2009	12/31/2009	Common Stock	4,686 (4)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Nelson Gregory N			President,					
1601 WEST DIEHL ROAD			GVP, Alt					
NAPERVILLE, IL 60563-1198			Channels					

# **Signatures**

/s/ Filomena Trombino as Attorney in Fact 02/16/2007

\*\*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) Granted pursuant to the Nalco Holding Company 2004 Stock Incentive Plan, 2007 Stock Option Award.
- (2) Performance Shares grant under the Performance Share Program 2007-2009 Share Grant Cycle of the Nalco Holding Company 2004 Stock Incentive Plan.
- (3) Performance shares shall vest between zero to 150% of a target award subject to performance criteria being met in 2007, performance criteria being met in 2008, and with continued employment through the end of 2009.
- (4) Target Award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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