Nalco Holding CO Form 4 March 02, 2007

## FORM 4

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

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DEBORAH C. HOCKMAN Issuer Symbol REVOCABLE TRUST DATED Nalco Holding CO [NLC] (Check all applicable) JULY 25, 2000 (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 1601 WEST DIEHL ROAD 03/01/2007 VP, SHE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

NAPERVILLE, IL 60563-1198

(State)

(7:m)

(City)	(State)	Table	I - Non-Do	erivative S	ecuriti	es Acq	puired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed of	of	Securities	Form: Direct	Indirect
(Instr. 3)		any Code (D)				Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2007		X <u>(1)</u>	50,315	A	<u>(2)</u>	104,485	D	

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.

Person

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(nstr. 8) (A) or Disposed of					
	Derivative				(D)					
	Security				(Instr. 3, 4, and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number	
				Code V	(A) (D)				of Shares	
Exchange Right (right to buy) (3)	<u>(2)</u>	03/01/2007		X <u>(1)</u>	30,225,000 (1)	<u>(4)</u>	<u>(5)</u>	Common Stock	50,315	

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

DEBORAH C. HOCKMAN REVOCABLE TRUST DATED JULY 25, 2000

1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198 VP, SHE

### **Signatures**

/s/ Filomena Trombino as Attorney in Fact

03/02/2007

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

See the Management Members Agreements.

- 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).
- On March 1, 2007, pursuant to the exchange rights of such units, the Reporting Person transferred the following membership units of Nalco LLC (the direct parent company of Nalco Holding Company) in exchange for shares of Nalco Holding Company common stock owned by Nalco LLC: 6,975,000 vested units of her previously reported class B units, 13,950,000 vested units of her previously reported class C units and 9,300,000 vested units of her previously reported class D units.
- Class B units are exchangeable at a ratio of 599.365 units for each share of Nalco Holding Company common stock; class C units are (2) exchangeable at a ratio of 601.528 units for each share of Nalco Holding Company common stock; and class D units are exchangeable at a ratio of 600.444 units for each share of Nalco Holding Company common stock.
  - The Reporting Person has the right to transfer her Nalco LLC class B, class C and class D units that have vested, in exchange for shares of Nalco Holding Company common stock owned by Nalco LLC. Class B units, class C units and class D units will vest for continuing
- (3) employees at certain dates and are subject to earlier vesting in some circumstances based upon reaching certain performance requirements as described in the Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement on Form S-1 of Nalco Holding Company (File No. 333-118583) (the "Management Members Agreements").

Class B units will vest in five equal annual investments on each December 31, beginning on December 31, 2004, subject to certain restrictions. Class C units will vest on the 8th anniversary of the date on which they are sold to a manager, subject to certain restrictions, but may vest earlier over the next five years, beginning on December 31, 2004, if Nalco Holding Company meets certain EBITDA targets. Class D units will vest on the 10th anniversary of the date on which they are sold to a manager, subject to certain restrictions, but may vest earlier over the next five years, beginning on December 31, 2004, if Nalco Holding Company meets certain EBITDA targets.

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- Subject to the exercise of a call right, for so long as certain termination events (see the Management Members Agreements) have not occurred with respect to the Reporting Person, there is no expiration of the right to exchange Nalco LLC units for Nalco Holding Company common stock.
- (6) Not applicable.
- (7) Following the reported transaction, the Reporting Person owns 13,950,000 class B units, 13,950,000 class C units and 9,300,000 class D units of Nalco LLC, which have the exchange rights described herein.

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.