Nalco Holding CO Form 4 August 30, 2007

## FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **ROE WILLIAM J** 

(Middle)

(First)

1601 WEST DIEHL ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

Nalco Holding CO [NLC]

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

08/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner \_X\_\_ Officer (give title Other (specify below)

Former Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

#### NAPERVILLE, IL 60563-1198

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(======================================	
Common Stock	08/29/2007		S	29,300	D	\$ 26.15	466,816	D	
Common Stock	08/29/2007		S	2,900	D	\$ 26.2	463,916	D	
Common Stock	08/29/2007		S	500	D	\$ 26.21	463,416	D	
Common Stock	08/29/2007		S	100	D	\$ 26.22	463,316	D	
Common Stock	08/29/2007		S	300	D	\$ 26.23	463,016	D	

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08/29/2007				¢		
08/29/2007	S	900	D	э 26.24	462,116	D
08/29/2007	S	200	D	\$ 26.26	461,916	D
08/29/2007	S	400	D	\$ 26.27	461,516	D
08/29/2007	S	1,700	D	\$ 26.28	459,816	D
08/29/2007	S	400	D	\$ 26.29	459,416	D
08/29/2007	S	300	D	\$ 26.32	459,116	D
08/29/2007	S	900	D	\$ 26.33	458,216	D
08/29/2007	S	1,100	D	\$ 26.34	457,116	D
08/29/2007	S	1,200	D	\$ 26.35	455,916	D
08/29/2007	S	2,600	D	\$ 26.36	453,316	D
08/29/2007	S	2,100	D	\$ 26.37	451,216	D
08/29/2007	S	700	D	\$ 26.39	450,516	D
08/29/2007	S	300	D	\$ 26.42	450,216	D
08/29/2007	S	3,100	D	\$ 26.43	447,116	D
08/29/2007	S	1,600	D	\$ 26.44	445,516	D
08/29/2007	S	200	D	\$ 26.46	445,316	D
08/29/2007	S	2,300	D	\$ 26.47	443,016	D
08/29/2007	S	1,200	D	\$ 26.48	441,816	D
08/29/2007	S	800	D	\$ 26.5	441,016	D
08/29/2007	S	300	D	\$ 26.51	440,716	D
	08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007 08/29/2007	08/29/2007       S         08/29/2007       S	08/29/2007       S       200         08/29/2007       S       400         08/29/2007       S       1,700         08/29/2007       S       300         08/29/2007       S       300         08/29/2007       S       1,100         08/29/2007       S       1,200         08/29/2007       S       2,600         08/29/2007       S       700         08/29/2007       S       300         08/29/2007       S       3,100         08/29/2007       S       1,600         08/29/2007       S       2,300         08/29/2007       S       2,300         08/29/2007       S       1,200         08/29/2007       S       80	08/29/2007       S       200       D         08/29/2007       S       400       D         08/29/2007       S       1,700       D         08/29/2007       S       400       D         08/29/2007       S       300       D         08/29/2007       S       1,100       D         08/29/2007       S       1,200       D         08/29/2007       S       2,600       D         08/29/2007       S       2,100       D         08/29/2007       S       300       D         08/29/2007       S       3,100       D         08/29/2007       S       1,600       D         08/29/2007       S       2,300       D         08/29/2007       S       2,300       D         08/29/2007       S       1,200       D         08/29/2007       S       1,200       D         08/29/2007       S       1,200       D         08/29/2007       S       800       D	08/29/2007       S       200       D       \$ 26.26         08/29/2007       S       400       D       \$ 26.27         08/29/2007       S       1,700       D       \$ 26.28         08/29/2007       S       400       D       \$ 26.29         08/29/2007       S       300       D       \$ 26.32         08/29/2007       S       900       D       \$ 26.33         08/29/2007       S       1,100       D       \$ 26.34         08/29/2007       S       2,600       D       \$ 26.35         08/29/2007       S       2,100       D       \$ 26.37         08/29/2007       S       300       D       \$ 26.39         08/29/2007       S       3,100       D       \$ 26.42         08/29/2007       S       3,100       D       \$ 26.43         08/29/2007       S       2,300       D       \$ 26.46         08/29/2007       S       2,300       D       \$ 26.46         08/29/2007       S       1,200       D       \$ 26.48         08/29/2007       S       800       D       \$ 26.48         08/29/2007       S       800 <td< td=""><td>08/29/2007       S       200       D       \$26.26       461,916         08/29/2007       S       400       D       \$26.27       461,516         08/29/2007       S       1,700       D       \$26.28       459,816         08/29/2007       S       400       D       \$26.29       459,416         08/29/2007       S       300       D       \$26.32       459,116         08/29/2007       S       900       D       \$26.33       458,216         08/29/2007       S       1,100       D       \$26.34       457,116         08/29/2007       S       1,200       D       \$26.34       457,116         08/29/2007       S       2,600       D       \$26.35       455,916         08/29/2007       S       2,600       D       \$26.36       453,316         08/29/2007       S       2,100       D       \$26.37       451,216         08/29/2007       S       300       D       \$26.39       450,516         08/29/2007       S       3,100       D       \$26.42       450,216         08/29/2007       S       3,100       D       \$26.44       445,516         &lt;</td></td<>	08/29/2007       S       200       D       \$26.26       461,916         08/29/2007       S       400       D       \$26.27       461,516         08/29/2007       S       1,700       D       \$26.28       459,816         08/29/2007       S       400       D       \$26.29       459,416         08/29/2007       S       300       D       \$26.32       459,116         08/29/2007       S       900       D       \$26.33       458,216         08/29/2007       S       1,100       D       \$26.34       457,116         08/29/2007       S       1,200       D       \$26.34       457,116         08/29/2007       S       2,600       D       \$26.35       455,916         08/29/2007       S       2,600       D       \$26.36       453,316         08/29/2007       S       2,100       D       \$26.37       451,216         08/29/2007       S       300       D       \$26.39       450,516         08/29/2007       S       3,100       D       \$26.42       450,216         08/29/2007       S       3,100       D       \$26.44       445,516         <

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	]	
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number			
					C 1 17	(A) (D)				of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROE WILLIAM J 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198

Former Chief Operating Officer

## **Signatures**

/s/ Filomena Trombino as Attorney in Fact

08/30/2007

\*\*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).

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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