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

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Form 4	-										
January 14, 20 FORM Check this if no longe subject to Section 16	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per	
Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pu s Section 17	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							response	response 0.	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Ramesh Manian			2. Issuer Name <b>and</b> Ticker or Trading Symbol Nalco Holding CO [NLC]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1601 WEST DIEHL ROAD			3. Date of Earliest Transaction (Month/Day/Year) 01/11/2008					(Check all applicable) <u> </u>			
				f Amendment, Date Original ed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
	LE, IL 60563-1	198						Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any	emed on Date, if Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	l (A) o l of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/11/2008			X <u>(1)</u>	9,992	A	<u>(2)</u>	40,822	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exchange Right (right to buy) (3)	(2)	01/11/2008		X <u>(1)</u>	6,000,000 (1)	<u>(4)</u>	(5)	Common Stock	9,992

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ramesh Manian 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198			Corp VP, R&D				
Signatures							
/s/Filomena Trombino as Attorn in Fact	ey	01/14/	/2008				
**Signature of Reporting Person		Dat	e				

# **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).

On January 11, 2008, 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

(1) owned by Nalco LLC: 2,250,000 vested units of his previously reported class B units, 2,250,000 vested units of his 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 his 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

(4) but may vest carrier over the next rive years, beginning on December 31, 2004, if Nalco Holding Company meets certain EBITDA targets.
 (4) 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. See the Management Members Agreements.

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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 (5) 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.
- Following the reported transaction, the Reporting Person owns 2,250,000 class B units, 2,250,000 class C units and 1,500,000 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.