

Kaufmann Mary Kay
 Form 4
 February 11, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)

1. Name and Address of Reporting Person *
 Kaufmann Mary Kay

2. Issuer Name and Ticker or Trading Symbol
 Nalco Holding CO [NLC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1601 WEST DIEHL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group VP

NAPERVILLE, IL 60563-1198
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Performance Shares ⁽¹⁾	02/09/2010		A	124 A \$ 0	53,852 ⁽²⁾	D	
Restricted Shares ⁽³⁾	02/09/2010		A	2,129 A \$ 0	55,981	D	

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

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SEC 1474 (9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Amount or Number of Shares
Stock Options <u>(4)</u>	\$ 21.98	02/09/2010		A	1,430	12/31/2010 02/09/2020	Common Stock	1,430
Stock Options <u>(4)</u>	\$ 12.98	02/09/2010		A	1,430	12/31/2011 02/09/2020	Common Stock	1,430
Stock Options <u>(4)</u>	\$ 21.98	02/09/2010		A	1,430	12/31/2012 02/09/2020	Common Stock	1,430
Stock Options <u>(4)</u>	\$ 21.98	02/09/2010		A	1,431	12/31/2013 02/09/2020	Common Stock	1,431

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaufmann Mary Kay 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198			Group VP	

Signatures

/s/Anne Marie Morris, as Attorney
in Fact

02/11/2010

__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 earned upon partial satisfaction of the performance criteria for the Performance Share Program 2008-2010 cycle of the Nalco Holding Company 2004 Stock Incentive Plan which will vest on 12/31/2010, subject to continued employment at vest date.

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- (2) Error on 2/3/2009 - shares reported as 364, when should have been 363. This resulted in improper calculation of Shares Beneficially Owned on that and subsequent filings. The number reported today is the correct amount of Shares Beneficially Owned as of 2/11/2010.
- (3) Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan. The shares will vest on 2/28/2013, subject to continued employment at vesting date.
- (4) Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan, 2010 Stock Option 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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