Nalco Holding CO Form 3 September 08, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

Estimated average burden hours per

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement Nalco Holding CO [NLC] À LAVANDIER BRUNO (Month/Day/Year) 09/01/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1601 WEST DIEHL ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person NAPERVILLE, Â ILÂ 60563-1198 (give title below) (specify below) Form filed by More than One Vice President, EOR Solutions Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 92,930 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. 6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5) Derivative	
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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Shares (I) (Instr. 5) Exchange Right (Right to Common \hat{A} (2)(3) $\hat{A}^{(4)}$ Â \$ (5) (5)D Buy) (1) Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LAVANDIER BRUNO 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198	Â	Â	Vice President, EOR Solutions	Â		
Signatures						

/s/ Filomena Trombino as Attorney in Fact

09/08/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).

The Reporting Person holds 6,975,000 class B units, 6,975,000 class C units and 4,650,000 class D units of Nalco LLC (the direct parent company of Nalco Holding Company). 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

- (1) and class D units will vest for continuing employees at certain dates and are subject to earlier vesting in some circumstances based on 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 (the "Management Members Agreements") (File No. 333-118583).
- These rights to exchange Nalco LLC units for Nalco Holding Company common stock are exercisable following the day after the date on (2) which the class B, class C and class D units vest. Class B units will vest in five equal annual installments 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
- (3) 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.
- Subject to the exercise of a call right, for so long as certain termination events (see the Management Members Agreements) have not (4) 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.
 - Upon the exercise of these rights, Nalco LLC is required to purchase vested B units, vested C units and vested D units, at a purchase price equal to their Fair Market Value by delivering a number of shares of Nalco Holding Company common stock determined by dividing (A)
- (5) the aggregate purchase price of the units being sold by such Reporting Person by (B) the arithmetic mean of the high and low prices per share as reported on such date on the New York Stock Exchange as of the close of trading on the trading day immediately prior to the delivery thereof to the Reporting Person.

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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