

Nalco Holding CO
Form 8-K
August 09, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): August 8, 2007

NALCO HOLDING COMPANY
(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation)	001-32342 (Commission File Number)	16-1701300 (IRS Employer Identification Number)
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1601 W. Diehl Rd., Naperville, IL 60563
630-305-1000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(e). Departure of Directors; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 8, 2007, the Compensation Committee of Nalco Holding Company authorized the amendment of the non-qualified pension and profit sharing plans by the Employee Benefits Plan Administration Committee of its subsidiary Nalco Company. The amendments permit the plans to meet the requirements of Internal Revenue Code Section 409A; there are no changes to the economics of plans as a result of the amendments. Copies of the amendments are being furnished to the SEC as exhibits to this form.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is furnished pursuant to Item 9.01 of Form 8-K:

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|---------------|---|
| <u>(99.1)</u> | Amendment to the Nalco Company Supplemental Retirement Income Plan. |
| <u>(99.2)</u> | Amendment to the Nalco Company Supplemental Profit Sharing Plan. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

NALCO HOLDING COMPANY

/s/ Stephen N. Landsman
Secretary

Date: August 9, 2007
