Edgar Filing: Nalco Holding CO - Form 4

Nalas Halding CO

Form 4	-								
March 16, 20 FORN	14 UNITED S	x Washington, D.C. 20549 x 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 20(b) of the Investment Company Act of 1940						OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed pur inue.								
(Print or Type F	Responses)								
NALCO LLC Symbo			r Name and T Holding CO		ading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/) 1601 WEST DIEHL ROAD 03/15/2 (Street) 4. If Am			f Earliest Tran Day/Year) .006	saction		DirectorX 10% Owner Officer (give title Other (specify below) below)			
			endment, Date nth/Day/Year)	Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
	LE, IL 60563-11	98				Person	ore than One Rej	porung	
(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Sec	curities A	cquired, Disposed of,	or Beneficial	y 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) Code V		sposed of	ed 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)	
Common Stock	03/15/2006		X <u>(1)(2)</u>	26,780	D (2)		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)

Edgar Filing: Nalco Holding CO - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	 6. Date Exercisable a Expiration Date of (Month/Day/Year) B) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4	8. Price of Derivative Security (Instr. 5)4)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (I	D) Date Exercisable	*	Title Amou or Numb of Shares	er	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NALCO LLC 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198		Х				
Signatures						
/s/ Filomena Trombino as Attorn in Fact	ey 03/16/2006					
**Signature of Reporting Person		Da	ate			

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 March 15, 2006, Nalco LLC delivered 26,780 shares of Nalco Holding Company common stock to certain of Nalco Holding Company's management in exchange for certain class A units of Nalco LLC. For more information about the Nalco LLC units, see the

(1) Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement of Form S-1 of Nalco Holding Company (File No. 333-118583).

The management members purchased their Nalco LLC class A units in June 2004 for varying amounts. The Nalco Holding Company common stock distributed to management is based on conversion rates set forth in the applicable agreements. On March 15, 2006, certain

(2) of the management members received 26,780 shares of Nalco Holding Company common stock in exchange for their Nalco LLC class A units. Class A Units are exchangeable at a ration of 448.117 units for each share of Nalco Holding Company common stock.

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.