LOOSBROCK LOUIS L

Form 4/A June 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. LOOSBROCK LOUIS L Syn			uer Name and Ticker or Trading l	5. Relationship of Reporting Person(s) to Issuer		
(Lost)	(First)		Holding CO [NLC]	(Check all applicable)		
(Last)	(First)	, , ,	of Earliest Transaction	D' 100 0		
1601 WEST	DIEHL ROAD	`	n/Day/Year) /2006	Director 10% OwnerX Officer (give title Other (specify below) GVP, President, Pacific Div		
	(Street)	4. If Aı	mendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(M	Ionth/Day/Year)	Applicable Line)		
NAPERVIL	LE, IL 60563-1	06/05. 198	/2006	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code (D)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/01/2006		X(1) 81,256 A (2)	81,256 D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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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 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Number of orDerivative		6. Date Exer Expiration D		7. Title and A Underlying S	
Security (Instr. 3)	or Exercise Price of Derivative Security	(wondubay, real)	any (Month/Day/Year)	Code (Instr. 8)	Securities Acqu (A) or Disposed (D) (Instr. 3, 4, and	d of	d (Month/Day/Year)		(Instr. 3 and	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exchange Right, (right to buy) (3)	(2)	06/01/2006		X <u>(1)</u>	49,500,000 (1)		(4)(5)	<u>(6)</u>	Common Stock	81,256

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
LOOSBROCK LOUIS L			GVP,			
1601 WEST DIEHL ROAD			President,			
NAPERVILLE, IL 60563-1198			Pacific Div			

Signatures

/s/ Filomena Trombino as attorney in fact 06/13/2006

**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).
- On June 1, 2006, 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 owned by Nalco LLC: 27,000,000 vested units of his previously reported class B units, 13,500,000 vested units of his previously reported class C units and 9,000,000 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 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 653.841 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").
- These rights to exchange Nalco LLC units for Nalco Holding Company common stock are exercisable following the date that is the later of the date on which any applicable lock-up period pursuant to the initial public offering of Nalco Holding Company terminates and the date that is six months and one day after the date on which the class B, class C and class D units vest.
- (5) 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 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,

Reporting Owners 2

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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 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.
- (7) Not applicable.
- (8) Following the reported transaction, the Reporting Person owns 40,500,000 class B units, 54,000,000 class C units and 36,000,000 class D units of Nalco LLC, which have the exchange rights described herein.

Remarks:

This Form 4/A is filed to correct the number of shares owned, which were originally overstated by 58,732, on the Form 4s file 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.