Nalco Holding CO Form 4 July 14, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(City)

Security

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

Yimoyines John P

1601 WEST DIEHL ROAD

(First)

(Middle)

(Zip)

Nalco Holding CO [NLC]

Symbol

(Month/Day/Year)

07/12/2006

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

GVP & President, Paper Services

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

NAPERVILLE, IL 60563-1198 (State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

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)

1. Title of Derivative Conversion

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Shares	(1)	07/12/2006		A	17,996 (2)	(2)	<u>(1)</u>	Common stock	17,9
Stock Option (3)	\$ 17.8	07/12/2006		A	9,484	12/31/2006	07/12/2016	Common stock	9,48
Stock Option (3)	\$ 17.8	07/12/2006		A	9,484	12/31/2007	07/12/2016	Common stock	9,48
Stock Option (3)	\$ 17.8	07/12/2006		A	9,484	12/31/2008	07/12/2016	Common stock	9,48
Stock Option (3)	\$ 17.8	07/12/2006		A	9,484	12/31/2009	07/12/2016	Common Stock	9,48
2006-2008 Award Cycle of the Performance Share	<u>(5)</u>	07/12/2006		A	14,405 (6)	12/31/2008	12/31/2008	Common stock	14,4 (6)

Reporting Owners

Reporting Owner Name / Address				•	
	Director	10% Owner	Officer		Other

Yimoyines John P

Program (4)

1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198 **GVP & President, Paper Services**

Relationships

Signatures

/s/ Filomena Trombino as attorney in fact 07/14/2006

**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).
- (1) Not applicable.
 - Granted pursuant to the Nalco Holding Company 2004 Stock Incentive Plan. The shares will vest with respect to the following schedule:
- (2) 5,998 shares on June 23, 2007; 5,999 shares on June 23, 2008; and 5,999 shares on June 23, 2009, and subject to continued employment at vesting dates.

Reporting Owners 2

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- (3) Granted pursuant to the Nalco Holding Company 2004 Stock Incentive Plan, 2006 Stock Option Award.
- (4) Performance Shares grant under the Performance Share Program 2006-2008 Award Cycle Grant of the Nalco Holding Company 2004 Stock Incentive Plan.
- (5) Performance shares shall vest between zero to 150% of a target award subject to performance criteria being met in 2006, performance criteria being met in 2007, and with continued employment through the end of 2008.
- (6) Target Award.

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.