

McCutcheon Stewart Hill
 Form 3/A
 February 13, 2009

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â McCutcheon Stewart Hill		(Month/Day/Year)	Nalco Holding CO [NLC]	
(Last)	(First)	(Middle)	02/02/2009	
1601 W DIEHL RD.		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
NAPERVILLE, Â IL Â 60563		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Information Officer		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			02/13/2009	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership
(Instr. 4)		(Instr. 4)		Form: Direct (D) or Indirect (I)
				(Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

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

SEC 1473 (7-02)

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 (e.g., puts, calls, warrants, options, convertible securities)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCutcheon Stewart Hill 1601 W DIEHL RD. NAPERVILLE, IL 60563	Â	Â	Â Chief Information Officer	Â

Signatures

/s/Anne Marie Morris 02/13/2009

__Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

Power of Attorney failed to load properly on initial Form 3.

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.