Arnold Lori F Form 4 February 11, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(Print or Type Responses)

(State)

(Zin)

| 1. Name and Address of Reporting Person * Arnold Lori F | | | 2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---------|----------|---|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (= m. upp::-u o: -) | | | |
| 1601 WEST DIEHL ROAD | | D | (Month/Day/Year) 02/09/2010 | Director 10% Owne _X Officer (give title Other (special below) Tax Officer | | | |
| (Street) NAPERVILLE, IL 60563 | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
|--------------------------------------|--|---|--|--|------------------|--|--|---|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Performance Shares (1) | 02/09/2010 | | A | 181 | A | \$0 | 2,167 | D | |
| Restricted Shares (2) | 02/09/2010 | | A | 1,338 | A | \$0 | 3,505 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title Amount | | 8. Price of Derivative | 9. Nu Deriv |
|--|---------------|--------------------------------------|-------------------------------|--------------------|----------------|-------------------------------|--------------------|---|--|------------------------|--|
| Security or Exerc (Instr. 3) Price of Derivati Security | | • | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4 | ying ies | Security (Instr. 5) | Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Arnold Lori F

1601 WEST DIEHL ROAD Tax Officer

NAPERVILLE, IL 60563

Signatures

R. Tor

Liimatainen 02/11/2010 **Signature of 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).
- Shares earned upon partial satisfaction of the performance criteria for the Performance Share Program 2008-2010 cycle of the Nalco Holding Company 2004 Stock Incentive Plan which will vest on 12/31/2010, subject to continued employment at vest date.
- Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan. The shares will vest on 2/28/2013, subject to continued employment at vesting date.

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.

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