

Melin Eric G  
 Form 4  
 November 09, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Melin Eric G

(Last) (First) (Middle)  
 1601 WEST DIEHL ROAD  
 (Street)

NAPERVILLE, IL 60563-1198

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Nalco Holding CO [NLC]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/07/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP, Pres. Asia Pac

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

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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2011		M		141,781	A	\$ 14.32
Common Stock	11/07/2011		M		11,745	A	\$ 11.92
Common Stock	11/07/2011		M		3,080	A	\$ 21.98
Common Stock	11/07/2011		S		156,606	D	\$ 38.5885
							(4)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options (Right to Buy)	\$ 14.32	11/07/2011		M	14,813	<u>(1)</u> 10/08/2018	Common Stock 14,813
Options (Right to Buy)	\$ 14.32	11/07/2011		M	126,968	10/08/2011 10/08/2018	Common Stock 126,968
Options (Right to Buy)	\$ 11.92	11/07/2011		M	11,745	<u>(2)</u> 02/12/2019	Common Stock 11,745
Options (Right to Buy)	\$ 21.98	11/07/2011		M	3,080	<u>(3)</u> 02/09/2020	Common Stock 3,080

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Melin Eric G 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198			Executive VP, Pres. Asia Pac	

## Signatures

/s/Anne Marie Morris, as Attorney  
in Fact  
11/09/2011

\*\*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).

## Edgar Filing: Melin Eric G - Form 4

- (1) Options become exercisable in equal increments on 12/31 of 2008, 2009, and 2010.
- (2) Options become exercisable in 25% increments on 12/31 of 2009, 2010, 2011, and 2012.
- (3) Options become exercisable in 25% increments on 12/31 of 2010, 2011, 2012, and 2013.
- (4) Average price

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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