

Fyrwald J Erik
 Form 4/A
 December 08, 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 *
 Fyrwald J Erik

(Last) (First) (Middle)

LILLY CORPORATE CENTER

(Street)

INDIANAPOLIS, IN 46285

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/05/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chairman, President, CEO

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Options	\$ 20.84	12/01/2011	D	375,000 <u>(1)</u>	(2)	03/07/2018	Common Stock	375,000	
Stock Options	\$ 11.92	12/01/2011	D	166,387 <u>(1)</u>	(2)	02/12/2019	Common Stock	166,387	
Stock Options	\$ 21.98	12/01/2011	D	72,738 <u>(1)</u>	(2)	02/09/2020	Common Stock	72,738	
Stock Options	\$ 27.54	12/01/2011	D	82,836 <u>(1)</u>	(2)	02/11/2021	Common Stock	82,836	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fyrwald J Erik LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285			Chairman, President, CEO	

Signatures

/s/Anne Marie Morris, as Attorney
in Fact 12/08/2011

**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).
 - (1) These options were reported in Mr. Fyrwald's Form 4 filed on December 5, 2011. Due to rounding calculations, footnotes (6) through (9) of such Form 4 reported an inaccurate number of shares of Ecolab Inc. common stock, in the aggregate, that each such options were converted into pursuant to the Merger Agreement. This amended report includes corrected information in footnotes (3) through (6).

These options have a variety of different vesting schedules, which schedules have been previously disclosed. Except with respect to
 - (2) 10,000 options, which are scheduled to vest on December 31, 2011, all unvested options vested upon the consummation of the Merger pursuant to Mr. Fyrwald's Change of Control Agreement with Nalco.
 - (3) Pursuant to the Merger Agreement, these options were converted into options to purchase 254,843 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$30.67 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.
 - (4) Pursuant to the Merger Agreement, these options were converted into options to purchase 113,074 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$17.55 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.
 - (5) Pursuant to the Merger Agreement, these options were converted into options to purchase 49,431 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$32.35 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.

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- Pursuant to the Merger Agreement, these options were converted into options to purchase 56,294 shares of Ecolab Inc. common stock, in
- (6) the aggregate, at an exercise price of \$40.53 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.

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.