Nalco Holding CO Form 4 June 19, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hockman Deborah C Issuer Symbol Nalco Holding CO [NLC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1601 WEST DIEHL ROAD 06/16/2006 below) below) VP, Safety Health Environment (Street) 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 NAPERVILLE, IL 60563-1198 Person (City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V

Common $X^{(1)}$ 06/16/2006 11,637 Α <u>(2)</u> 76,570 D Stock

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)

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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)	orDeri Secu Acqu Disp	umber of vative rities nired (A) or osed of (D) r. 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
Exchange Right (right to buy) (3)	<u>(2)</u>	06/16/2006		X <u>(1)</u>		6,975,000 (1)	(4)(5)	<u>(6)</u>	Common Stock	11,637

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hockman Deborah C			VP, Safety				
1601 WEST DIEHL ROAD			Health				
NAPERVILLE, IL 60563-1198			Environment				

Signatures

/s/ Filomena Trombino as attorney in fact 06/19/2006

**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).
- On June 16, 2006, pursuant to the exchange rights of such units, the Reporting Person transferred the following membership units of

 (1) Nalco LLC (the direct parent company of Nalco Holding Company) in exchange for shares of Nalco Holding Company common stock owned by Nalco LLC: 6,975,000 vested units of her previously reported class B units.
- (2) Class B units are exchangeable at a ratio of 599.365 units for each share of Nalco Holding Company common stock.
 - The Reporting Person has the right to transfer her Nalco LLC class B units that have vested in exchange for shares of Nalco Holding Company common stock owned by Nalco LLC. Class B units will vest for continuing employees at certain dates and are subject to earlier
- (3) vesting in some circumstances based upon reaching certain performance requirements as described in the Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement on Form S-1 of Nalco Holding Company (File No. 333-118583) (the "Management Members Agreements").
- These rights to exchange Nalco LLC units for Nalco Holding Company common stock are exercisable following the date that is the later (4) of the date on which any applicable lock-up period pursuant to the initial public offering of Nalco Holding Company terminates and the date that is six months and one day after the date on which the class B units vest.
- (5) Class B units will vest in five equal annual investments on each December 31, beginning on December 31, 2004, subject to certain restrictions. See the Management Members Agreements.
- Subject to the exercise of a call right, for so long as certain termination events (see the Management Members Agreements) have not occurred with respect to the Reporting Person, there is no expiration of the right to exchange Nalco LLC units for Nalco Holding Company common stock.

(7) Not applicable.

Reporting Owners 2

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(8) Following the reported transaction, the Reporting Person owns 20,925,000 class B units, 27,900,000 class C units and 18,600,000 class D units of Nalco LLC, which have the exchange rights described herein.

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.