

Nalco Holding CO  
Form 4  
August 30, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**ROE WILLIAM J**

(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)  
**08/29/2007**

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)  
**Former Chief Operating Officer**

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	08/29/2007		S	29,300	D	\$ 26.15	466,816	D
Common Stock	08/29/2007		S	2,900	D	\$ 26.2	463,916	D
Common Stock	08/29/2007		S	500	D	\$ 26.21	463,416	D
Common Stock	08/29/2007		S	100	D	\$ 26.22	463,316	D
Common Stock	08/29/2007		S	300	D	\$ 26.23	463,016	D

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Common Stock	08/29/2007	S	900	D	\$ 26.24	462,116	D
Common Stock	08/29/2007	S	200	D	\$ 26.26	461,916	D
Common Stock	08/29/2007	S	400	D	\$ 26.27	461,516	D
Common Stock	08/29/2007	S	1,700	D	\$ 26.28	459,816	D
Common Stock	08/29/2007	S	400	D	\$ 26.29	459,416	D
Common Stock	08/29/2007	S	300	D	\$ 26.32	459,116	D
Common Stock	08/29/2007	S	900	D	\$ 26.33	458,216	D
Common Stock	08/29/2007	S	1,100	D	\$ 26.34	457,116	D
Common Stock	08/29/2007	S	1,200	D	\$ 26.35	455,916	D
Common Stock	08/29/2007	S	2,600	D	\$ 26.36	453,316	D
Common Stock	08/29/2007	S	2,100	D	\$ 26.37	451,216	D
Common Stock	08/29/2007	S	700	D	\$ 26.39	450,516	D
Common Stock	08/29/2007	S	300	D	\$ 26.42	450,216	D
Common Stock	08/29/2007	S	3,100	D	\$ 26.43	447,116	D
Common Stock	08/29/2007	S	1,600	D	\$ 26.44	445,516	D
Common Stock	08/29/2007	S	200	D	\$ 26.46	445,316	D
Common Stock	08/29/2007	S	2,300	D	\$ 26.47	443,016	D
Common Stock	08/29/2007	S	1,200	D	\$ 26.48	441,816	D
Common Stock	08/29/2007	S	800	D	\$ 26.5	441,016	D
Common Stock	08/29/2007	S	300	D	\$ 26.51	440,716	D

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROE WILLIAM J 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198			Former Chief Operating Officer	

## Signatures

/s/ Filomena Trombino as Attorney in Fact  
08/30/2007  
\*\*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).
- 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.