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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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 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			

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	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)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	$ 20.84	12/01/2011		D			375,000 (1)	(2)	03/07/2018	Common Stock	375,000
Stock Options	$ 11.92	12/01/2011		D			166,387 (1)	(2)	02/12/2019	Common Stock	166,387
Stock Options	$ 21.98	12/01/2011		D			72,738 (1)	(2)	02/09/2020	Common Stock	72,738
Stock Options	$ 27.54	12/01/2011		D			82,836 (1)	(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).

(2) These options have a variety of different vesting schedules, which schedules have been previously disclosed. Except with respect to 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.

(6) Pursuant to the Merger Agreement, these options were converted into options to purchase 56,294 shares of Ecolab Inc. common stock, in 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.
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