

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/29/2007		S	900	D	\$ 26.52	439,816 D
Common Stock	08/29/2007		S	600	D	\$ 26.53	439,216 D
Common Stock	08/29/2007		S	2,600	D	\$ 26.54	436,616 D
Common Stock	08/29/2007		S	600	D	\$ 26.55	436,016 D
Common Stock	08/29/2007		S	2,000	D	\$ 26.56	434,016 D

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Common Stock	08/29/2007	S	700	D	\$ 26.57	433,316	D
Common Stock	08/29/2007	S	500	D	\$ 26.6	432,816	D
Common Stock	08/29/2007	S	1,200	D	\$ 26.62	431,616	D
Common Stock	08/29/2007	S	2,100	D	\$ 26.64	429,516	D
Common Stock	08/29/2007	S	400	D	\$ 26.65	429,116	D
Common Stock	08/29/2007	S	3,700	D	\$ 26.66	425,416	D
Common Stock	08/29/2007	S	6,300	D	\$ 26.67	419,116	D
Common Stock	08/29/2007	S	2,100	D	\$ 26.68	417,016	D
Common Stock	08/29/2007	S	200	D	\$ 26.69	416,816	D
Common Stock	08/29/2007	S	400	D	\$ 26.78	416,416	D
Common Stock	08/29/2007	S	100	D	\$ 26.8	416,316	D
Common Stock	08/29/2007	S	100	D	\$ 26.81	416,216	D
Common Stock	08/29/2007	S	700	D	\$ 26.82	415,516	D
Common Stock	08/29/2007	S	400	D	\$ 26.83	415,116	D
Common Stock	08/29/2007	S	2,500	D	\$ 26.84	412,616	D
Common Stock	08/29/2007	S	942	D	\$ 26.86	411,674	D
Common Stock	08/29/2007	S	800	D	\$ 26.87	410,874	D
Common Stock	08/29/2007	S	758	D	\$ 26.88	410,116	D
Common Stock	08/29/2007	S	1,600	D	\$ 26.89	408,516	D
Common Stock	08/29/2007	S	200	D	\$ 26.9	408,316	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 Beneficially Owned (Instr. 3 and 4)
				Code	V	(A)	(D)	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.

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