

Nalco Holding CO
Form 8-K
May 16, 2007

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

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 or 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **May 11, 2007**

NALCO HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

001-32342

(Commission File Number)

16-1701300

(IRS Employer Identification Number)

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1601 W. Diehl Rd., Naperville, IL 60563

630-305-1000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02

Termination of a Material Definitive Agreement.

On May 11, 2007, Nalco Company (the Company), a subsidiary of Nalco Holding Company, and John L. Gigerich mutually terminated his Consulting Agreement. Under this Consulting Agreement Mr. Gigerich served as the Company's head of Administration. Mr. Gigerich will remain available to the Company as needed to assist with projects on a part-time basis.

Item 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described under Item 1.02, on May 11, 2007, Nalco Company, a subsidiary of Nalco Holding Company, announced that John L. Gigerich mutually terminated his Consulting Agreement with the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

NALCO HOLDING COMPANY

/s/ Stephen N. Landsman

Secretary

Date: May 16, 2007