ROE WILLIAM J

Form 4

September 12, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

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 ROE WILLIAM J	g Person *	2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
		(Month/Day/Year)	Director 10% Owner		
1601 WEST DIEHL ROAD		09/11/2007	_X_ Officer (give title Other (specify below) Former Chief Operating Officer		
(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		
NAPERVILLE, IL 60563-1	198		Form filed by More than One Reporting Person		

(City)	(State)	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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	09/11/2007		S	19,609	D	\$ 27	296,507	D			
Common Stock	09/11/2007		S	6,791	D	\$ 27.01	289,716	D			
Common Stock	09/11/2007		S	2,100	D	\$ 27.02	287,616	D			
Common Stock	09/11/2007		S	3,200	D	\$ 27.03	284,416	D			
Common Stock	09/11/2007		S	300	D	\$ 27.04	284,116	D			

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Common Stock	09/11/2007	S	9,000	D	\$ 27.05	275,116	D
Common Stock	09/11/2007	S	7,300	D	\$ 27.06	267,816	D
Common Stock	09/11/2007	S	2,800	D	\$ 27.07	265,016	D
Common Stock	09/11/2007	S	9,400	D	\$ 27.08	255,616	D
Common Stock	09/11/2007	S	3,100	D	\$ 27.09	252,516	D
Common Stock	09/11/2007	S	1,500	D	\$ 27.1	251,016	D
Common Stock	09/11/2007	S	2,800	D	\$ 27.11	248,216	D
Common Stock	09/11/2007	S	2,900	D	\$ 27.12	245,316	D
Common Stock	09/11/2007	S	1,300	D	\$ 27.13	244,016	D
Common Stock	09/11/2007	S	3,600	D	\$ 27.14	240,416	D
Common Stock	09/11/2007	S	1,100	D	\$ 27.16	239,316	D
Common Stock	09/11/2007	S	200	D	\$ 27.17	239,116	D
Common Stock	09/11/2007	S	200	D	\$ 27.18	238,916	D
Common Stock	09/11/2007	S	1,000	D	\$ 27.19	237,916	D
Common Stock	09/11/2007	S	1,000	D	\$ 27.2	236,916	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	2	Securities	(Instr. 5)	Bene
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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROE WILLIAM J Former Chief
1601 WEST DIEHL ROAD Operating
NAPERVILLE, IL 60563-1198 Officer

Signatures

/s/ Filomena Trombino as Attorney
in Fact

09/12/2007

**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.

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