Edgar Filing: Nalco Holding CO - Form 4

Nalco Hold Form 4	C								
February 1						OMB A	PPROVAL		
FOR	VI 4 UNITED				COMMISSION				
Check	this box	Wa	ashington, D.	.C. 20549		Number: 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement of Changes IN BENEFI SECURITIES Filed pursuant to Section 16(a) of the Securiti Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company				IES ecurities Exchar g Company Act	Estimated average burden hours per response ities Exchange Act of 1934, ompany Act of 1935 or Section				
(Print or Type	e Responses)								
1. Name and	Address of Reporting	Person [*] 2 Iccu	er Name and Ti	cker or Trading	5. Relationship o	f Reporting Per	rson(s) to		
MASON S		Symbol		exer of Trading	Issuer				
			Holding CO	[NLC]	(Chee	ck all applicabl	e)		
(Last)	(First) (A		of Earliest Trans Day/Year)	action	Director	100	6 Owner		
C/O GRA	FTECH	02/14/2			Officer (give title Other (specify				
	TIONAL LTD, 15 D PIKE, SUITE 3				below) GVP, Pres	s, Supply Chain	/Alt ch		
	(Street)		endment, Date (Driginal	6. Individual or Joint/Group Filing(Check				
		Filed(M	onth/Day/Year)		Applicable Line) _X_Form filed by				
WILMING	GTON, DE 19803				Person	More than One R	eporting		
(City)	(State)	(Zip) Tal	ole I - Non-Deri	vative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactionAc Code Dis	sposed of (D) str. 3, 4 and 5) (A) or	Securities D Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: R	eport on a separate line	e for each class of sec	urities beneficia	lly owned directly o	or indirectly.				
				information cont required to respo	spond to the collec ained in this form ond unless the for ntly valid OMB cor	are not m	SEC 1474 (9-02)		
	Tab			ed, Disposed of, or tions, convertible s	Beneficially Owned securities)				
1. Title of Derivative		nsaction Date 3A. D h/Day/Year) Execu			r 6. Date Exercisative Expiration Date		7. Title and Amount of Underlying Securities		

1

Edgar Filing: Nalco Holding CO - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (1)	\$ 20.45	02/14/2008		А	4,781	12/31/2008	02/14/2018	Common Stock	4,781
Stock Options	\$ 20.45	02/14/2008		А	4,781	12/31/2009	02/14/2018	Common Stock	4,781
Common Stock (1)	\$ 20.45	02/14/2008		А	4,782	12/31/2010	02/14/2018	Common Stock	4,782
Stock Options	\$ 20.45	02/14/2008		А	4,782	12/31/2011	02/14/2018	Common Stock	4,782

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MASON SCOTT C C/O GRAFTECH INTERNATIONAL LTD 1521 CONCORD PIKE, SUITE 301 WILMINGTON, DE 19803			GVP, Pres, Supply Chain/Alt ch		
Signatures					
/s/ Filomena Trombino as Attorney in Fact	02/19/	/2008			

**Signature of Reporting Person

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).

Date

(1) Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan, 2008 Stock Option Award.

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.