Edgar Filing: Nalco Holding CO - Form 4

Form 4	-										
December 18									OMB AF	PROVAL	
FORM	UNITEDS		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287		
Check this if no long	or							Expires:	January 31, 2005		
subject to Section 16 Form 4 or Form 5		SECUR	ITIES			NERSHIP OF e Act of 1934,	Estimated a burden hou response	verage			
obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(a) of the l	Public Ut		ling Con	npang	y Act of	1935 or Section	1		
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> BELL BRADLEY J			Symbol	Name and			ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle)	3. Date of Earliest Transaction					(Checi	k all applicable)	
1601 WEST DIEHL ROAD			(Month/Day/Year) 12/16/2009					Director 10% Owner X Officer (give title Other (specify below) Executive Vice President, CFO			
				ndment, Da hth/Day/Year	-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NAPERVIL	LE, IL 60563-119	98						Form filed by M Person	ore than One Re	porting	
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any			4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
C				Code V	Amount	(D)	Price \$	(Instr. 3 and 4)			
Common Stock	12/16/2009			G	1,500	D	24.74 (1)	774,892	D		
Common Stock	12/17/2009			G	2,000	D	\$ 24.63 (1)	772,892	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Nalco Holding CO - Form 4

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BELL BRADLEY J 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198			Executive Vice President, CFO					
Signatures								
/s/Anne Marie Morris, as attorne in fact	ey	12/18/20	009					
**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) This was the high/low average on the date of the gift.

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.