Fyrwald J Erik Form 4/A December 08, 2011

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

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 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 * Fyrwald J Erik

LILLY CORPORATE CENTER

(Last)

(Middle) (First)

2. Issuer Name and Ticker or Trading Symbol

Nalco Holding CO [NLC] 3. Date of Earliest Transaction

(Month/Day/Year)

12/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

12/05/2011

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

> below) Chairman, President, CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

INDIANAPOLIS, IN 46285

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(A)

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Edgar Filing: Fyrwald J Erik - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disp	uired (A) or bosed of (D) tr. 3, 4, and				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 20.84	12/01/2011		D		375,000 (1)	(2)	03/07/2018	Common Stock	375,000
Stock Options	\$ 11.92	12/01/2011		D		166,387 (1)	(2)	02/12/2019	Common Stock	166,387
Stock Options	\$ 21.98	12/01/2011		D		72,738 (1)	(2)	02/09/2020	Common Stock	72,738
Stock Options	\$ 27.54	12/01/2011		D		82,836 (1)	(2)	02/11/2021	Common Stock	82,836

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotonia o visio i visio visio de la compositione	Director	10% Owner	Officer	Other			
Fyrwald J Erik			Chairman,				
LILLY CORPORATE CENTER			President,				
INDIANAPOLIS, IN 46285			CEO				

Signatures

/s/Anne Marie Morris, as Attorney in Fact 12/08/2011

**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).
- These options were reported in Mr. Fyrwald's Form 4 filed on December 5, 2011. Due to rounding calculations, footnotes (6) through (9) of such Form 4 reported an inaccurate number of shares of Ecolab Inc. common stock, in the aggregate, that each such options were converted into pursuant to the Merger Agreement. This amended report includes corrected information in footnotes (3) through (6).
- These options have a variety of different vesting schedules, which schedules have been previously disclosed. Except with respect to 10,000 options, which are scheduled to vest on December 31, 2011, all unvested options vested upon the consummation of the Merger pursuant to Mr. Fyrwald's Change of Control Agreement with Nalco.
- Pursuant to the Merger Agreement, these options were converted into options to purchase 254,843 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$30.67 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.
- Pursuant to the Merger Agreement, these options were converted into options to purchase 113,074 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$17.55 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.
- Pursuant to the Merger Agreement, these options were converted into options to purchase 49,431 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$32.35 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.

Reporting Owners 2

Edgar Filing: Fyrwald J Erik - Form 4/A

Pursuant to the Merger Agreement, these options were converted into options to purchase 56,294 shares of Ecolab Inc. common stock, in the aggregate, at an exercise price of \$40.53 per share, and otherwise on the same terms and conditions as were applicable under such Nalco stock option.

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.