

MASON SCOTT C
Form 4
October 13, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MASON SCOTT C

(Last) (First) (Middle)

C/O GRAFTECH
INTERNATIONAL LTD, 1521
CONCORD PIKE, SUITE 301

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Nalco Holding CO [NLC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
GVP, Pres Alternate Channels

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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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 Option <u>(3)</u>	\$ 17.8	06/28/2006	A		3,793		12/31/2006	06/28/2016	Common Stock	3,793
Stock Option <u>(1)</u>	\$ 17.8	06/28/2006	A		3,794		12/31/2007	06/28/2016	Common Stock	3,794
Stock Option <u>(1)</u>	\$ 17.8	06/28/2006	A		3,794		12/31/2008	06/28/2016	Common Stock	3,794
Stock Option <u>(1)</u>	\$ 17.8	06/28/2006	A		3,794		12/31/2009	06/28/2016	Common Stock	3,794
2006-2008 Award Cycle of the Performance Share Program <u>(2)</u>	<u>(3)</u>	06/28/2006	A		5,618 <u>(4)</u>		12/31/2008	12/31/2008	Common Stock	5,618 <u>(4)</u>

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 Alternate Channels	

Signatures

/s/ Filomena Trombino as Attorney in Fact
10/13/2006

__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) Granted pursuant to the Nalco Holding Company 2004 Stock Incentive Plan, 2006 Stock Option Award.
- (2) Performance shares grant under the Performance Share Program 2006-2008 Award Cycle Grant of the Nalco Holding Company 2004 Stock Incentive Plan.

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- (3) Performance shares shall vest between zero to 150% of a target award subject to performance criteria being met in 2006, performance criteria being met in 2007, and with continued employment through the end of 2008.
- (4) Target Award.

Remarks:

This is a correction the first filing was inadvertently misfiled under a second issued CIK, 0001380184, on 7/10/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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