

Nalco Holding CO  
Form 8-K  
October 14, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): October 13, 2008

NALCO HOLDING COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

001-32342  
(Commission File Number)

16-1701300  
(IRS Employer Identification  
Number)

1601 W. Diehl Rd., Naperville, IL 60563

630-305-1000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02(d). Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

- (1) Effective October 13, 2008, the Nalco Holding Company Board of Directors appointed Mr. Carl A. Casale a Director of the Company. Mr. Casale is Executive Vice President, Strategy and Operations for Monsanto Company. He is a Class III Director whose term expires in 2010.
- (2) Mr. Casale's compensation will be an annual cash retainer of \$70,000 and a fee of \$1,500 for each committee meeting attended. Mr. Casale's compensation will also include stock options and/or restricted stock awards under the Company's 2004 Stock Incentive Plan.
- (3) The Board has not yet determined committee assignments for Mr. Casale.
- (4) None.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is furnished pursuant to Item 9.01 of Form 8-K:

(99.1) Press release of Nalco Holding Company dated October 14, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

NALCO HOLDING COMPANY

/s/ Stephen N. Landsman  
Secretary

Date: October 14, 2008

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