Edgar Filing: Fyrwald J Erik - Form 4

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Form 4												
February 15, 2 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin	Wash F CHANG Section 16 Public Uti	RITIES AND EXCHANGE COMMISSION shington, D.C. 20549 GES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934, cility Holding Company Act of 1935 or Section						OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5				
<i>See</i> Instruction 1(b).	ction	30(h)	of the Inv	restment	ťC	ompany	Act	of 194	0			
(Print or Type R	esponses)											
Fyrwald J Erik Symb			Symbol	2. Issuer Name and Ticker or Trading mbol alco Holding CO [NLC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mon				. Date of Earliest Transaction Month/Day/Year) 2/11/2011					Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President, CEO			
				mendment, Date Original Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
INDIANAPO	DLIS, IN 46285								Form filed by M Person			
(City)	(State) (Zip)	Table	I - Non-l	Dei	rivative Se	ecuriti	es Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med n Date, if Day/Year)	3. Transac Code (Instr. 8 Code)	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Restricted Shares (1)	02/11/2011			А		25,679	A	\$0	366,342	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.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 27.54	02/11/2011		А	20,709	12/31/2011	02/11/2021	Common Stock	20,709
Stock Options	\$ 27.54	02/11/2011		А	20,709	12/31/2012	02/11/2021	Common Stock	20,709
Stock Options	\$ 27.54	02/11/2011		А	20,709	12/31/2013	02/11/2021	Common Stock	20,709
Stock Options (2)	\$ 27.54	02/11/2011		А	20,709	12/31/2014	02/11/2021	Common Stock	20,709

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fyrwald J Erik LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285			Chairman, President, CEO				
Signatures							
/s/Anne Marie Morris, as Attorney		02/15/2011					

02/15/2011 in Fact

**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

- Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan. The shares will vest on 2/28/2014, (1)subject to continued employment at vesting date.
- (2) Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan, 2011 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.