

Nalco Holding CO  
Form 8-K  
February 19, 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): February 15, 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)
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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 8.01

Other Events.

On February 15, 2008, the Board of Directors of Nalco Holding Company adopted a change to its Corporate Governance Guidelines establishing the position of Lead Director, replacing the previous position of Presiding Director. The revised guidelines are attached as an exhibit to this filing.

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)

Corporate Governance Guidelines for Nalco Holding Company.

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: February 19, 2008

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