

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

Filing Date: **1994-03-16** | Period of Report: **1994-04-20**  
SEC Accession No. **0000950131-94-000334**

([HTML Version](#) on [secdatabase.com](#))

FILER

**NALCO CHEMICAL CO**

CIK: **69598** | IRS No.: **361520480** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **DEF 14A** | Act: **34** | File No.: **001-04957** | Film No.: **94516217**  
SIC: **2890** Miscellaneous chemical products

Mailing Address  
*ONE NALCO CENTER  
NAPERVILLE IL 60563-1198*

Business Address  
*ONE NALCO CTR  
NAPERVILLE IL 60563  
7083051000*

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant [ ]
Filed by a Party other than the Registrant [X]

Check the appropriate box:

- [ ] Preliminary Proxy Statement
[X] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

Nalco Chemical Company

(Name of Registrant as Specified In Its Charter)

Suzzanne J. Gioimo

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- [X] \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).
[ ] \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
2) Aggregate number of securities to which transaction applies:
3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11: \_/
4) Proposed maximum aggregate value of transaction:

\_/ Set forth the amount on which the filing fee is calculated and state how it was determined.

- [ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing

by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:  
.....
- 2) Form, Schedule or Registration Statement No.:  
.....
- 3) Filing Party:  
.....
- 4) Date Filed:  
.....

Notes:

NALCO LOGO

W. H. Clark  
Chairman  
and Chief Executive Officer

March 18, 1994

Dear Stockholder:

We cordially invite you to attend the 1994 Annual Meeting of Stockholders. It will be held at the Company's Corporate and Technical Center, One Nalco Center, Naperville, Illinois, beginning at 10:00 A.M. on Wednesday, April 20, 1994. The Corporate and Technical Center is located at the Southeast corner of the intersection of Illinois Route 59 and the East-West Tollway (Interstate Route 88).

The attached Notice of Meeting and Proxy Statement cover the formal business items to be considered at this meeting. We also will report on current operations and answer stockholder questions.

We hope you will be able to attend. If you cannot do so, we urge you to exercise your right to vote by promptly returning your signed proxy card in the enclosed prepaid envelope.

Sincerely yours,

LOGO  
W. H. Clark

NALCO CHEMICAL COMPANY

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

APRIL 20, 1994

To Nalco Stockholders:

The Annual Meeting of Stockholders of Nalco Chemical Company will be held at

the Company's Corporate and Technical Center, One Nalco Center, Naperville, Illinois, on Wednesday, April 20, 1994, at 10:00 A.M., to consider and vote upon the following proposals:

1. Election of three Class I directors; and
2. Approval of Independent Auditors.

The Board of Directors has designated the close of business on February 21, 1994 as the record date for determination of the stockholders entitled to notice of and to vote at the meeting or any adjournment thereof.

Please complete, sign, date and return the proxy promptly in the enclosed envelope so that your shares will be represented at the meeting.

LOGO

Suzanne J. Gioimo  
Secretary

Naperville, Illinois  
March 18, 1994

#### PROXY STATEMENT

#### SOLICITATION OF PROXIES

This Proxy Statement is furnished commencing approximately March 18, 1994, in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders of Nalco Chemical Company (the "Company") to be held on April 20, 1994, at the time and place and for the purposes set forth in the accompanying notice of the meeting. The accompanying Proxy is solicited by and on behalf of the Board of Directors of the Company and is revocable by written notice to the Company or by any later dated proxy at any time prior to its use at the Annual Meeting.

The Company will bear the cost of the solicitation. The Company has retained Georgeson & Company Inc., Wall Street Plaza, New York, N.Y. 10005 to aid in the solicitation of proxies from banks, brokers, other custodians, nominees and fiduciaries and institutional holders at a cost not to exceed \$10,000 plus reasonable out of pocket expenses. In addition, certain directors, officers and other employees of the Company, not specifically employed for the purpose, may solicit proxies, without additional remuneration therefor, by personal interview, mail, telephone or telegraph. The Company will reimburse banks, brokers or other nominees for the expenses incurred in forwarding proxy material to beneficial owners.

It is the Company's policy that all proxies, ballots and voting tabulations that identify how shareholders voted be kept confidential, except when disclosure is mandated by law, when such disclosure is expressly requested by a shareholder, during a contested election for the Board of Directors or in the event of a contested proxy solicitation, and that the tabulators and the inspectors of election be independent and not employees of the corporation.

#### PROPOSAL 1.

#### ELECTION OF DIRECTORS

The Board of Directors currently consists of eleven directors elected for staggered terms which expire alternately over a three-year period. W. H. Clark, Chief Executive Officer and Chairman of the Board of the Company, is scheduled to retire at his normal retirement age from the Company and the Board in July,

1994. The present term of the Class I directors expires at the 1994 Annual Meeting. The Board of Directors therefore proposes the election of three Class I directors to serve for three years until the 1997 Annual Meeting, and in each case until their successors have been elected and qualified. Shares represented by proxies, which are returned properly signed, will be voted for the nominees named in the following table unless the stockholder indicates on the proxy that authority to vote the shares is withheld. Each of the nominees has consented to serve as a director if elected. If any nominee becomes unavailable for election, the proxy may be voted for such substitute nominee as the Board of Directors may designate or the Board may reduce the number of directors to eliminate the vacancy.

<TABLE>  
<CAPTION>

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	AGE	YEAR BECAME DIRECTOR
------	------------------------------------	-----	----------------------

The nominees for Class I Directors for election at the 1994 Annual Meeting for a term to expire in 1997 are as follows:

<C>	<S>	<C>	<C>
J. P. Frazee...	Retired; formerly President and Chief Operating Officer, Sprint Corporation	49	1985
A. L. Kelly....	Managing Partner, KEL Enterprises Ltd.	56	1992
F. A. Krehbiel.	Chairman and Chief Executive Officer, Molex Incorporated	52	1990

The present directors whose terms continue after the 1994 Annual Meeting are as follows:

The Class II Directors with terms to expire in 1995 are:

H. Corless.....	Retired; formerly Chairman, ICI Americas, Inc.	65	1989
H. M. Dean.....	Chairman and Chief Executive Officer, Dean Foods Company	56	1987
E. J. Mooney...	President and Chief Operating Officer, Nalco	52	1988
C. W. Parry....	Retired; formerly Chairman and Chief Executive Officer, Aluminum Company of America	69	1985

The Class III Directors with terms to expire in 1996 are:

H. G. Bernthal.	Chairman, CroBern, Inc.	65	1980
W. H. Clark....	Chairman and Chief Executive Officer, Nalco	61	1980
W. A. Pogue....	Retired; formerly Chairman and Chief Executive Officer, CBI Industries, Inc.	66	1981
J. J. Shea.....	Vice Chairman, President and Chief Executive Officer, Spiegel, Inc.	56	1993

</TABLE>

BIOGRAPHY OF NOMINEES FOR CLASS I DIRECTORS

J. P. Frazee, Jr., was President and Chief Operating Officer of Sprint Corporation (a diversified telecommunications company) from March, 1993 to August, 1993. He was Chairman and Chief Executive Officer of Centel Corporation (a telecommunications firm) from April, 1988 to March, 1993. Other

directorships: Dean Foods Company and Security Capital Group Incorporated.

A. L. Kelly has been Managing Partner of KEL Enterprises Ltd. (a holding and investment company) since 1982. Other directorships: Bayerische Motoren Werke (BMW) A.G., Northern Trust Corporation and its principal banking subsidiary, The Northern Trust Company, Snap-on Tools Corporation and Deere & Company.

2

F. A. Krehbiel has been Chairman and Chief Executive Officer of Molex Incorporated (a manufacturer and distributor of electrical and electronic devices) since 1993. From 1988 to 1993 he was Vice Chairman and Chief Executive Officer. Other directorships: Tellabs, Inc., Northern Trust Corporation and its principal banking subsidiary, The Northern Trust Company, A. M. Castle & Co. and Molex Incorporated.

#### BIOGRAPHIES OF OTHER DIRECTORS

H. G. Bernthal has been Chairman of CroBern, Inc. (a healthcare investment company) since 1986. Other directorships: Butler Manufacturing Company and National-Standard Company.

W. H. Clark has been Chief Executive Officer of the Company since 1982 and Chairman of the Board since 1984 and was President from 1982 until 1990. Other directorships: Northern Trust Corporation and its principal banking subsidiary, The Northern Trust Company, NICOR Inc. and its principal subsidiary, Northern Illinois Gas Company, USG Corporation and its subsidiary, United States Gypsum Co., James River Corporation, Bethlehem Steel Corporation and Diamond Shamrock Inc.

H. Corless was Chairman of ICI Americas, Inc. (a company engaged in manufacture and sale of chemicals and pharmaceuticals) and ICI American Holdings, Inc. (a holding company), subsidiaries of Imperial Chemical Industries PLC ("ICI") (a worldwide chemical manufacturer, headquartered in London) from 1986 to 1989 when he retired. He was director of C-I-L Inc. (a Canadian subsidiary of ICI and manufacturer of chemicals, fertilizers, industrial explosives, paints and plastics) from 1982 to 1989. Other directorships: Delaware Trust Company, Meridian Bancorp, Inc. and Uniroyal Chemical Corporation.

H. M. Dean has been Chairman of Dean Foods Company (a diversified food processor and distributor) since 1989. He became Chief Executive Officer in 1987. Other directorships: Ball Corporation, Yellow Freight Systems Inc. and Dean Foods Company.

E. J. Mooney became Chief Operating Officer of Nalco in 1992. He has been President since 1990 and was Executive Vice President, U.S. Operations from 1988 to 1990. Other directorship: CBI Industries, Inc.

W. A. Pogue was Chairman and Chief Executive Officer of CBI Industries, Inc. (a company engaged in metal plate fabrication, industrial gases, real estate and investments), a position he held from 1982 to 1989. Other directorships: Bethlehem Steel Corporation, Northern Trust Corporation and its principal banking subsidiary, The Northern Trust Company, and Amerada Hess Corp.

3

C. W. Parry was Chairman and Chief Executive Officer of Aluminum Company of America (an aluminum and advanced materials company) from 1983 until his

retirement in 1987. Other directorship: GoodyearTire and Rubber Company.

J. J. Shea has served as President and Chief Executive Officer of Spiegel, Inc. (apparel, specialty retail and catalog sales) since 1985 and as Vice Chairman since 1989. Other directorship: Spiegel, Inc.

#### MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

The Board of Directors held eight regular and special meetings in 1993. Each director attended more than 75% of the meetings of the Board of Directors and Committees on which he served, except for F. A. Krehbiel who attended 64% of the meetings.

The Executive Committee. The Executive Committee, composed of five directors, three of whom are non-employee directors, may exercise all of the authority of the Board of Directors except for, among other items, the amendment or repeal of the Company's Restated Certificate of Incorporation or By-laws and the exercise of those powers reserved for other committees of the Board. Present members are W. H. Clark (Chairman), H. G. Bernthal, E. J. Mooney, C. W. Parry and W. A. Pogue. The Executive Committee did not meet in 1993.

The Audit Committee. The Audit Committee, composed of five non-employee directors, is responsible for (i) reviewing the Company's accounting and auditing policies and practices, (ii) reviewing the appointment and discharge of independent auditors, (iii) reviewing the independence of the independent auditors, (iv) reviewing the scope and nature of the non-audit related services performed by the independent auditors, and (v) reporting to and making recommendations to the Board with respect to the foregoing. The Audit Committee generally meets with management, the internal auditors, and the independent auditors. The independent auditors and internal auditors have full and free access to the Audit Committee without management's presence to discuss internal accounting controls, results of audits, and financial reporting matters. Present members are C. W. Parry (Chairman), H. Corless, J. P. Frazee, Jr., F. A. Krehbiel and J. J. Shea. In 1993 the Audit Committee met three times.

The Executive Compensation Committee. The Executive Compensation Committee, composed of four non-employee directors, is responsible for (i) recommending to the Board of Directors the compensation to be paid to the Chief Executive Officer, (ii) approving compensation of corporate officers who are also directors, (iii) consulting with the Chief Executive Officer on matters related to executive compensation, and (iv) administering the Company's Management Incentive Plan, stock option plans, Restricted Stock Plan, Performance Unit Plan and Performance Share Plan. Present members are W. A. Pogue (Chairman), H. G. Bernthal, H. M. Dean and A. L. Kelly. In 1993 this Committee met two times.

4

The Board Affairs and Nominating Committee. The Board Affairs and Nominating Committee, composed of five directors, three of whom are non-employee directors, is responsible for reviewing the qualifications of possible directors and submitting its recommendations to the Board of Directors to fill Board vacancies. Candidates for election to the Board submitted by shareholders will be considered by the Committee if sent to the Secretary with the candidate's qualifications. Present members are H. M. Dean (Chairman), H. G. Bernthal, W. H. Clark, W. A. Pogue, and E. J. Mooney. The Board Affairs and Nominating Committee met three times in 1993.

#### DIRECTORS' REMUNERATION AND RETIREMENT POLICIES

Compensation of non-employee directors of the Company consists of an annual retainer of \$25,000 plus \$1,000 for each Board meeting attended, an additional

\$6,000 per year for membership on one or more Committees of the Board, and an additional fee of \$6,000 per year to the Chairmen of the Audit Committee, Executive Compensation Committee and Board Affairs and Nominating Committee. Directors who are employees of the Company do not receive fees for service on the Board or any Committees.

A deferred compensation plan is available to all non-employee directors under which they may defer all or a part of their annual retainer and committee and attendance fees for any year and receive, generally following retirement or at such time as the Board approves, the amount computed as set forth below, in five equal annual payments (or such other number of annual payments, not more than ten, as the Company elects). Deferred compensation accounts set up for directors who elect deferral are credited with the deferred amounts. These amounts are converted into share units based on the average of the month-end closing prices of the Company's common stock during the calendar year and credited with the dividend equivalents of the dividends a director would have received had the director owned shares of common stock equal to the share units in the director's account, also converted into share units on the same basis. At the end of the deferral period, units are converted into cash based on the average of the month-end closing prices of the Company's common stock during the year prior to or of payment.

The Board of Directors has adopted a policy establishing the retirement date of each member of the Board to be the date of the Annual Meeting of Stockholders which next follows the earlier of either the date of retirement from employment by the Company or the date of the member's 70th birthday. Early retirement can be taken following the attainment of a non-employee director's 68th birthday. Such policy also provides that upon retirement from the Board, each non-employee director with at least five years of service on the Board shall be paid an annual amount equal to the annual retainer paid to non-employee directors multiplied by a factor, the numerator of which is the number of years of service on the Board, but not

5

exceeding ten, and the denominator of which is ten, such annual payment to continue for the lifetime of the retired director. In October, 1993 the Board adopted a new retirement policy effective for all directors elected to the Board for the first time after October 31, 1993. Present directors may choose to retire under the old policy or the new one. The new retirement policy also provides for payment of an amount equal to the annual retainer, multiplied by a fraction, the numerator of which is the number of years of service on the Board but not exceeding ten, and the denominator of which is ten, to be paid for a period not greater than ten years. However under the new policy, should a Director die prior to retirement or after retirement but before the ten year period has expired, the Director's spouse shall receive 50% of the payment amount for the lesser of life or the remainder of the ten year period.

#### NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN

The Stock Option Plan for Non-Employee Directors (the "Directors Plan") provides for the grant of options to purchase up to 500,000 shares of Company common stock, subject to adjustment in certain events, to non-employee directors of the Company. Automatic grants of options to purchase 4,000 shares of the Company's common stock are made to each non-employee director of the Company on the date of each Annual Meeting from April, 1990 to May 1, 2000. The option price will be the fair market value of the Company's common stock on the date of grant. Payment may be made in cash or in shares of Company common stock that have been held by the director for at least six months.

Each option will extend for 10 years from the date of grant. Options



terminate upon termination of service as a director, except that an optionee may exercise the option within five years following retirement under the Company's retirement policy for directors or termination of service as a director because of total and permanent disability. If the director dies while a director or within five years of retirement as a director, the option may be exercised within the longer of five years from the date of retirement or one year from the date of death by any person to whom the option passes by will or the laws of descent and distribution. For options granted before 1992, these exercise periods are three years. In all instances, however, the option must be exercised during the term of the grant.

An optionee may elect to surrender an option and receive shares of common stock of the Company having a fair market value equal in value to the excess of the fair market value of the unpurchased shares over the option price of such shares. Any shares covered by an option which is surrendered shall not be available for future grant under the Directors Plan (but shares subject to options that are otherwise canceled or terminated will again become available for use under the Directors Plan). The Directors Plan may be terminated at any time or may, from time to time, be modified or amended by the Board of Directors except that Plan provisions shall not be amended more than once every six months other than to comport with changes in the Internal Revenue Code, the Employee Retirement Security Act or the rules thereunder.

6

#### EXECUTIVE COMPENSATION

The following table sets forth certain information regarding compensation paid during each of the Company's last three fiscal years to the Company's Chief Executive Officer and each of the Company's other four most highly compensated executive officers.

#### SUMMARY COMPENSATION TABLE

<TABLE>  
<CAPTION>

NAME AND PRINCIPAL POSITION	ANNUAL COMPENSATION		LONG-TERM COMPENSATION					ALL OTHER COMPENSATION
	YEAR	SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	AWARDS		PAYOUTS	
					RESTRICTED STOCK AWARDS (\$)	SHARES UNDERLYING OPTIONS (#)		
W. H. Clark Chairman of the Board & Chief Executive Officer	1993	610,000	328,119	30,501	0	0	426,933	43,026
E. J. Mooney President & Chief Operating Officer	1992	570,000	376,086	10,318	0	104,520	417,311	40,023
W. S. Weeber Executive Vice Presi- dent,	1991	540,000	310,000	7,419	203,575	0	0	37,233
Operations Staff	1993	390,000	176,982	7,969	0	0	230,693	27,508
M. B. Harp Executive Vice Presi-	1992	364,000	200,200	8,887	0	58,000	225,494	25,558
	1991	337,000	159,637	6,983	126,336	0	0	23,236
	1993	265,000	106,344	1,459	0	0	113,849	18,692
	1992	247,000	97,318	719	0	28,000	111,284	17,343
	1991	234,000	74,529	758	70,054	0	0	16,134
	1993	265,000	106,344	1,459	0	0	108,316	18,692

dent,	1992	235,000	92,825	719	0	28,000	105,876	16,501
International	1991	220,000	72,270	758	65,863	0	0	15,169
Operations								
J. R. Sutley	1993	325,995(4)	75,071	1,459	0	0	92,184	15,094
Group Vice President,	1992	318,635(4)	76,060	719	0	21,000	90,108	14,043
President, Nalco Europe	1991	292,407(4)	57,734	758	55,684	0	0	12,825

</TABLE>

- - - - -

- (1) Amount represents Management Incentive Plan awards earned for stated year.
- (2) Value of awards is based on market price at date of grant. Dividends are paid on restricted stock share units. Based on the closing stock price of \$37.50 on December 31, 1993, the restricted stock holdings and their market value at the end of 1993 for each named executive officer are: W. H. Clark--16,240 shares, \$609,000; E. J. Mooney--9,080 shares, \$340,500; W. S. Weeber--5,260 shares, \$197,250; M. B. Harp--4,900 shares, \$183,750; J. R. Sutley--3,240 shares, \$121,500. In the event of death, disability, change of control or retirement under the Retirement Income Plan, all restricted stock units automatically become vested.
- (3) Allocations under the Nalco Employee Stock Ownership Plan, (ESOP), including comparable amounts under Excess ERISA Agreements. ESOP allocations are respectively: \$16,635, \$16,635, \$16,635, \$16,635, and \$15,094 for 1993. Amounts allocated under Excess ERISA agreements are respectively: \$26,391, \$10,873, \$2,057, \$2,057, and \$0 for 1993.
- (4) A portion of this amount represents costs & allowances associated with residing in Europe.

7

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR, AND YEAR-END OPTION VALUES

No stock options were granted to the named executive officers during 1993. The following table provides information related to options exercised by the named executive officers during 1993 and the number and value of options held at year-end.

<TABLE>

<CAPTION>

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SHARES	VALUE OF
			UNDERLYING UNEXERCISED OPTIONS AT YEAR-END (#)	UNEXERCISED IN-THE-MONEY OPTIONS AT YEAR-END (\$)(1)
			EXERCISABLE/ UNEXERCISABLE	EXERCISABLE/ UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>
W. H. Clark	74,216	1,546,054	115,240--Exercisable 69,680--Unexercisable	1,446,693 104,520
E. J. Mooney	-0-	-0-	91,534--Exercisable 38,666--Unexercisable	1,470,249 57,999
W. S. Weeber	5,299	113,597	56,835--Exercisable 18,666--Unexercisable	923,872 27,999
M. B. Harp	6,400	150,800	55,534--Exercisable 18,666--Unexercisable	917,624 27,999
J. R. Sutley	2,000	41,875	29,600--Exercisable 14,000--Unexercisable	455,126 21,000

</TABLE>

- - - - -

(1) Valued on the difference between \$37.50 (the closing price on December 31, 1993) and the exercise price of the option.

LONG-TERM INCENTIVE PLAN AWARDS IN LAST FISCAL YEAR

The following table covers long term incentive compensation awards granted to the named executive officers during 1993.

<TABLE>  
<CAPTION>

NAME	NUMBER OF SHARES, UNITS OR OTHER RIGHTS (#)	PERFORMANCE OR OTHER PERIOD UNTIL MATURATION OR PAYOUT	ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE BASED PLANS		
			THRESHOLD (#)	TARGET (#)	MAXIMUM (#)
<S>	<C>	<C>	<C>	<C>	<C>
W. H. Clark	11,377 Shares	1993-94-95	6,826 Shares	11,377 Shares	13,652 Shares
E. J. Mooney	6,155 Shares	1993-94-95	3,693 Shares	6,155 Shares	7,386 Shares
W. S. Weeber	3,802 Shares	1993-94-95	2,281 Shares	3,802 Shares	4,562 Shares
M. B. Harp	3,802 Shares	1993-94-95	2,281 Shares	3,802 Shares	4,562 Shares
J. R. Sutley	2,456 Shares	1993-94-95	1,474 Shares	2,456 Shares	2,947 Shares

Awards are denominated in shares of common stock of the Company under the Performance Share Plan ("PSP"). A 6%, 10% and 12% compounded increase in net earnings per share is required to earn threshold, target and maximum payouts, respectively. If earned, half of the awards are to be paid in cash at the end of the performance period in an amount based on the average Company stock price during the last five days of the performance period, and the remaining shares to be paid in Company Common Stock are to vest three years after the end of the performance period contingent on continued employment. In the event of termination of employment due to death, disability, retirement or change in control, all unvested Common Stock already awarded shall vest immediately and all vested Common Stock shall be distributed to a participant or his beneficiary.

RETIREMENT INCOME PLAN AND SUPPLEMENTAL RETIREMENT INCOME PLAN

The following table sets forth the annual benefits payable, with respect to specified final average earnings and years of service categories, under the Company's Retirement Income Plan and Supplemental Retirement Income Plan, before giving effect to any social security offset.

PENSION PLAN TABLE

<TABLE>  
<CAPTION>

FINAL AVERAGE EARNING	YEARS OF SERVICE				
	15	20	25	30	35
<S>	<C>	<C>	<C>	<C>	<C>
\$ 125,000.....	\$ 39,750	\$ 53,000	\$ 66,250	\$ 76,188	\$ 86,125
150,000.....	47,700	63,600	79,500	91,425	103,350

170,000.....	54,060	72,080	90,100	103,615	117,130
200,000.....	63,600	84,800	106,000	121,900	137,800
300,000.....	95,400	127,200	159,000	182,850	206,700
400,000.....	127,200	169,600	212,000	243,800	275,600
500,000.....	159,000	212,000	265,000	304,750	344,500
600,000.....	190,800	254,400	318,000	365,700	413,400
700,000.....	222,600	296,800	371,000	426,650	482,300
800,000.....	254,400	339,200	424,000	487,600	551,200
900,000.....	286,200	381,600	477,000	548,550	620,100
1,000,000.....	318,000	424,000	530,000	609,500	689,000
1,200,000.....	381,600	508,800	636,000	731,400	826,800
1,300,000.....	413,400	551,200	689,000	792,350	895,700
1,400,000.....	445,200	593,600	742,000	853,300	964,600
1,500,000.....	477,000	636,000	795,000	914,250	1,033,500

</TABLE>

The credited years of participation at December 31, 1993 for each individual named in the cash compensation table are: W. H. Clark, 33; E. J. Mooney, 25; W. S. Weeber, 27 M. B. Harp, 22; and J. R. Sutley, 26. The credited earnings are approximately the same as the salary and bonus set forth in the summary compensation table.

The Plan uses a final average earnings formula based on the average annualized pay for the highest paid 48 months during the last 120 months before retirement. In general, the annual retirement income in the 10-year certain form of settlement at normal retirement date will be equal to 2% of "final average earnings" for each of the first 25 years of Plan participation plus 1.5% of "final average earnings" for each year over 25 years, less a prorated offset not to exceed 50% of the primary social security benefit at age 62, depending on years of Plan participation.

The Company has entered into agreements with its officers, including those listed in the summary compensation table, to restore any benefits under the Retirement Income Plan and the Profit Sharing, Investment and Pay Deferral Plan and Employee Stock Ownership Plan ("ESOP") reduced by the Employee Retirement Income Security Act of 1974 and the Revenue Reconciliation Act of 1993. Any reductions in benefits will first be made in Retirement Plan

accounts and then if necessary in the Profit Sharing, Investment and Pay Deferral Plan and ESOP accounts. Under these agreements, the Company also agrees to pay to the beneficiary of each executive officer an amount equal to one year's salary in the event of death.

KEY EXECUTIVE AGREEMENTS

The Company has entered into Key Executive Agreements with those individuals listed in the summary compensation table, as an assurance to the Company and the officers of continuity of management in the event of any actual or threatened change in control of the Company. Under the Agreements, which become effective upon a change in control, the Company agrees to employ each executive for a three-year period thereafter (but not after age 62) in the capacity in which the executive was employed immediately prior thereto ("Employment Period"). During the Employment Period, the executive will be compensated, as detailed in the Agreements, in a manner comparable to his or her prior compensation and will be entitled to all opportunities for bonuses and other Company benefits provided for executives by the Company. In the event of termination of the executive (including resignation) as a result of a change in control or a significant change in the executive's authority or duties in effect immediately prior to the effective date of the Agreement, a reduction in

total compensation opportunities, or a breach of the Agreement by the Company, the executive would be paid a lump sum equivalent to anticipated salary, bonuses and incentives for the remainder of the Employment Period, as well as any benefits that would have accrued, including those under profit sharing, ESOP, pension, stock option and insurance plans. The Company will pay any expenses associated with enforcement of an executive's rights under an Agreement, and will secure its obligations under the Agreements by an irrevocable letter of credit for the benefit of the executive.

#### DEATH BENEFIT AGREEMENTS

The Company has also entered into Death Benefit Agreements ("Benefit Agreements") with those individuals listed in the summary compensation table, as an inducement to the executive officer to continue in the Company's employ and to provide the benefit of his or her advice after his or her retirement. Each Benefit Agreement provides for payment by the Company to the executive's beneficiaries of an amount equal to the executive's base annual salary as of his or her last day of work, if the executive dies (a) while employed by the Company and covered by a Benefit Agreement, or (b) any time after retirement and before reaching age 62 if a Benefit Agreement was in effect at retirement.

The Company will pay a benefit equal to twice the executive's base annual salary as of his or her last day of work to the executive's beneficiaries if the executive dies after retirement and after reaching age 62 if a Benefit Agreement was in effect at the time of retirement. Payments under these Benefit Agreements will be made by the Company from its general funds. It is not necessary for a named executive officer to provide consulting services to the Company after retirement to be awarded benefits under the Benefit Agreement.

11

#### BENEFIT PROTECTION TRUSTS

Four trust funds (the "Trusts") have been established to assist in accumulating the amounts necessary to satisfy the Company's contractual liabilities under the non-qualified benefit plans described herein, including the deferred compensation plan for directors. However, the Company shall remain primarily liable under the plans to pay benefits, and the Trusts' assets shall remain subject to the claims of the Company's general creditors.

The Company may fund the Trusts at any time, but shall, no later than three business days after a change in control of the Company, fund the Trusts in an amount which at least equals the present value of all of the unpaid benefits under the Trusts. To determine this value, the actuarial assumptions stated in the Retirement Income Plan in effect on the first day of the Plan year in which a change in control occurs will be used. A Trust beneficiary's benefit under a plan shall be based on his or her service and compensation at the time of the change in control.

#### CHANGE IN CONTROL

"Change in control" as used in the plans and agreements discussed herein generally means: (a) a merger, consolidation, reorganization or sale of all or substantially all of the Company's business or assets if less than 80% of the outstanding voting securities or other capital interests in the surviving or acquiring company is not owned in the aggregate by the stockholders of the Company immediately prior thereto; (b) the reported acquisition by any person or group of beneficial ownership of 20% or more of the outstanding voting securities of the Company; or (c) a change during any two-year period in a majority of the Board of Directors not approved by at least two-thirds of the

prior Directors.

## EXECUTIVE COMPENSATION COMMITTEE REPORT TO SHAREHOLDERS

### Executive Compensation Policy

The Executive Compensation Committee ("Committee") of Nalco Chemical Company is comprised entirely of non-employee directors. The Committee is responsible for establishing and administering Nalco's compensation policies.

Currently, the compensation program for executives consists of four principal elements listed in order of importance:

1. A base salary that is kept competitive by utilizing various surveys provided or published by independent consultants from time to time. These surveys are executive compensation surveys for a variety of industries including representation from the chemical industry. A number of the companies included in the performance graph were part of these compensation surveys. In 1993, average salary levels were close to the middle ranges in these surveys. The Company's sales, earnings and earnings per share, as well as the individual executive's yearly performance and contribution to the Company's overall performance, are considered in setting salaries.

12

2. The Management Incentive Plan ("MIP") is an annual incentive plan that provides cash compensation based on the achievement of goals set for the Company and the individuals that are approved by the Board of Directors. For 1993 there were corporate performance goals for increases in sales and earnings. Individual performance goals were set for each executive, depending on his or her particular responsibilities and strategic objectives. For the MIP, sales, earnings and individual goals are weighted at 37.5%, 37.5% and 25% respectively.

3. (a) The Performance Share Plan ("PSP") provides for awards based on long-term per share earnings goals of the Company that are approved by the Board of Directors. Awards are composed of Company common stock and/or cash and are based upon the Company's achievement of at least a threshold compounded increase in fully diluted earnings per share during a three-year performance period. The first three year performance period in this plan will end in December, 1994.

(b) The Performance Unit Plan ("PUP"), the predecessor to the PSP, provided for cash awards if corporate performance goals for compounded increase in consolidated per share earnings from continuing operations exceeded minimum threshold amounts. The Company's performance for the cycle ending in 1993, as well as the award payments, exceeded the threshold level but were below target. The PUP cycle ending in 1993 was the last cycle for this Plan and no future grants or awards will be made.

Each of these two plans provides for a threshold and maximum amount below and above the respective target amounts.

4. Stock options are awarded from time to time. The Committee utilized an outside consulting firm to provide data upon which the Committee based the grant amounts, taking into consideration individual positions and performance. Grants are intended to be competitive and provide long

term incentive motivation. Option prices are based on fair market value as of the grant date and the value of any particular option when exercised depends on the performance of the Company's common stock during the interim. Since the last major grant in 1992 that included most of the officers vests over a three year period, no grants were made to the five named Executive Officers in 1993.

The Committee tries to focus the executive compensation program to strengthen the overall performance of the Company by integrating both short-term and long-term performance goals. PUP and PSP goals are based on 100% earnings performance which is an objective goal. Once awards are made under an annual or long-term incentive plan, the Committee has no discretion to adjust them. No restricted stock grants have been awarded to Executive Officers since 1991 because the PSP took the place of the Restricted Stock Plan in providing stock based compensation.

13

The Committee believes that rewarding executives through stock ownership tends to maximize shareholder value over the long term. Having an ongoing stock option program that provides stock to executives not only ties their financial well-being to that of the Company, but also allows them to realize the benefits of an enhanced stock price. The Committee does not consider outstanding stock options when awarding current stock option grants.

#### Chief Executive Officer Compensation

The pay-for-performance philosophy of the Company's total compensation program outlined above also applies to Mr. W. H. Clark, Nalco's Chief Executive Officer.

In 1992 Nalco sales, earnings from continuing operations and net earnings were up 11.1%, 7.7% and 5.2% respectively. This represented a record year in both sales and earnings for the Company. Because of the increase in Company performance and Mr. Clark's performance, the Committee approved a 7.02% increase in Mr. Clark's base salary in January, 1993.

The 1993 Management Incentive Plan award was based primarily on achievement of corporate performance goals for sales and earnings and Mr. Clark's performance as determined by the Committee. Combined sales and earnings for the Company were 97% of target for 1993. Mr. Clark met his individual goals for 1993. As a result, the MIP award paid to Mr. Clark was below the target amount. The total MIP payment Mr. Clark received for 1993 was \$328,119, and the payment that he received for 1992 was \$376,086.

Mr. Clark also earned an award from the Performance Unit Plan, since the Company's consolidated earnings from continuing operations exceeded the minimum threshold for the performance cycle ending in 1993. However because the Company's performance was below the target amount in the Plan, the amount of his award was based on 95% of his target.

Over 50% of Mr. Clark's cash compensation was based on Nalco's sales and earnings performance compared to performance objectives, as well as his individual performance. This variable portion of his compensation was derived from the annual incentive plan and long-term incentive plan described earlier.

Mr. Clark did not receive a stock option grant in 1993. The grant he received in 1992 becomes exercisable in equal portions beginning in 1993, 1994 and 1995. The exercise price of \$36 per share was the fair market value of the Company's common stock on the date of grant. The size of the stock option grant was based

on the recommendation of an independent compensation consulting firm in order to provide a competitive level of stock options. No adjustments are permitted for this award except for the Committee's right to reduce any unvested portions of the award, should Mr. Clark's performance decline, in the opinion of the Committee.

14

During 1993, Mr. Clark exercised stock options and realized value as stated in the table on page 8. These options were granted in 1985, 1986 and 1987. All options were issued at fair market value on the date of grant. Since the first grant date, the Company's stock has appreciated by 187%.

The Committee is considering the question of qualifying compensation paid to its executive officers for deductibility under the \$1 million deduction limit contained in recently enacted tax legislation. Included compensation is not expected to exceed this limit in 1994. The Committee plans to monitor this issue.

The Executive Compensation Committee

W. A. Pogue                      H. G. Bernthal  
H. M. Dean                        A. L. Kelly

15

STOCK PRICE PERFORMANCE GRAPH

THE GRAPH BELOW COMPARES CUMULATIVE TOTAL RETURN OF THE COMPANY, THE S&P 500 INDEX AND THE SPECIALTY CHEMICALS VALUE LINE INDEX (DIVIDENDS REINVESTED). THE GRAPH ASSUMES \$100 WAS INVESTED ON DECEMBER 31, 1988 IN NALCO STOCK, THE S&P 500 INDEX AND THE SPECIALTY CHEMICAL VALUE LINE INDEX.

<TABLE>

[GRAPH APPEARS HERE]

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN  
AMONG NALCO CHEMICAL, S&P 500 INDEX AND SPECIALTY CHEMICAL VALUE LINE INDEX

<CAPTION>

Measurement Period (Fiscal Year Covered)	Nalco	S&P 500 Index	Specialty Chemical Value Line Index
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Measurement Pt- 12/31/88	\$100	\$100	\$100
FYE 12/31/89	\$145.21	\$131.59	\$123.72
FYE 12/31/90	\$170.67	\$127.49	\$126.22
FYE 12/31/91	\$258.28	\$166.17	\$185.94
FYE 12/31/92	\$220.13	\$178.81	\$214.28
FYE 12/31/93	\$244.30	\$196.75	\$242.99

</TABLE>

There can be no assurance that the Company's stock performance will continue into the future with the same or similar trends depicted in the graph above. The Company does not make or endorse any predictions as to future stock



PROPOSAL 2.

APPROVAL OF INDEPENDENT AUDITORS

Price Waterhouse was selected by the Board of Directors upon the recommendation of the Audit Committee, to serve as independent auditors for the Company and its consolidated subsidiaries for 1994, and the stockholders' approval of such selection is requested. Representatives of Price Waterhouse are expected to be present at the Annual Meeting of Stockholders to make a statement if they so desire and to respond to appropriate questions. If the stockholders do not approve the auditors, the Audit Committee and the Board of Directors will reconsider the selection.

The Board of Directors recommends a vote FOR Proposal 2.

SHARES OUTSTANDING AND VOTING RIGHTS

Only stockholders of record at the close of business on February 21, 1994 are entitled to vote at the meeting. On that date the Company had outstanding 68,985,285 shares of common stock, each of which is entitled to one vote, and 407,655 shares of ESOP Preferred Stock, each of which is entitled to 20 votes and will be converted upon retirement or separation from service into 20 shares of common stock (subject to adjustments in certain events). A quorum is a majority of the votes represented by the outstanding shares of stock of the Company either present at the meeting or represented by proxy. The common stock and the ESOP Preferred Stock will vote together as a single class on each of these Proposals, and the affirmative vote of a majority of the quorum is necessary to adopt any of the Proposals referred to herein. Abstentions and broker non-votes will each be treated as shares that are represented at the meeting for purposes of determining the presence of a quorum. Each is tabulated separately. Abstentions are counted in the tabulation of votes cast on proposals presented to shareholders, whereas broker non-votes are not counted for purposes of determining whether a proposal has been approved.

SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the number of shares of common stock and ESOP Preferred Stock owned beneficially (as defined by the Securities and Exchange Commission) by each director, director nominee and named executive officer (in each instance, amounting to less than 1% of the outstanding class) and by all present directors and executive officers as a group

(1.2% of the outstanding common stock and less than 1% of the outstanding ESOP Preferred Stock) as of February 21, 1994 (as of December 31, 1993, as to shares held in the Profit Sharing, Investment and Pay Deferral Plan).

<TABLE>

<CAPTION>

ESOP

NAME	COMMON SHARES	PREFERRED SHARES
<S>	<C>	<C>
H. G. Bernthal.....	16,400	
W. H. Clark.....	247,163	136
H. Corless.....	18,000	
H. M. Dean.....	17,000	
J. P. Frazee, Jr.....	18,634	
M. B. Harp.....	92,602	132
A. L. Kelly.....	11,038	
F. A. Krehbiel.....	20,000	
E. J. Mooney.....	130,479	136
C. W. Parry.....	16,400	
W. A. Pogue.....	16,888	
J. J. Shea.....	4,500	
J. R. Sutley.....	50,125	109
W. S. Weeber.....	67,290	136
All Directors and Executive Officers as a Group.....	814,911	839

The above amounts include common shares which are subject to outstanding stock options exercisable within 60 days of March 18 as follows: W. H. Clark, 150,080 shares; M. B. Harp, 54,667 shares; E. J. Mooney, 91,667 shares; W. S. Weeber, 51,867 shares; J. R. Sutley, 36,600 shares; H. G. Bernthal, H. Corless, H. M. Dean, J. P. Frazee, Jr., F. A. Krehbiel, C. W. Parry, and W. A. Pogue, 16,000 shares each; A. L. Kelly, 8,000 shares; J. J. Shea, 4,000 shares; and directors and executive officers as a group, 574,915 shares. The table does not include ESOP Preferred Stock not held for the account of the foregoing individuals that the ESOP trustee is required to vote or dispose of in the manner and proportion in which allocated shares are directed to be voted or disposed of, or common shares into which any ESOP Preferred Stock may be converted.

SECURITY OWNERSHIP OF CERTAIN OWNERS

<TABLE>  
<CAPTION>

TITLE OF CLASS	NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)	PERCENT OF CLASS
<S>	<C>	<C>	<C>
	INVESCO PLC 11 Devonshire Square London EC2M 4 YR England		
Common Shares.....		3,982,275	5.8%

</TABLE>

(1) INVESCO PLC and its subsidiaries, INVESCO North American Group, Ltd., INVESCO, Inc., INVESCO North American Holdings, Inc., INVESCO Capital Management, Inc., and INVESCO Management & Research, Inc., have shared voting power and shared dispositive power of 3,982,275 shares.

STOCKHOLDER PROPOSAL DEADLINE

Stockholder proposals, to be considered for inclusion in the proxy statement for the 1995 Annual Meeting of Stockholders, must be received by the Company by November 18, 1994.

DISCRETIONARY VOTING OF PROXIES ON OTHER MATTERS

The Board of Directors presently knows of no other matters scheduled to be presented at the Annual Meeting. With respect to any other matter requiring a vote of the stockholders that may come before the Annual Meeting, the proxies in the enclosed form confer upon the person or persons entitled to vote the shares represented by such proxies authority to vote the same in respect of any such other matter in their discretion.

By Order of the Board of Directors

S. J. Gioimo  
Secretary

Naperville, Illinois  
March 18, 1994

19

NOTICE OF  
ANNUAL  
MEETING  
AND  
PROXY  
STATEMENT

WEDNESDAY, APRIL 20, 1994

NALCO CHEMICAL COMPANY  
ONE NALCO CENTER, NAPERVILLE, ILLINOIS  
60563-1198

-----

Please mark your votes as in this example.

7824

----

X  
THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2, AND IN THE DISCRETION OF THE PROXIES ON ALL OTHER MATTERS PROPERLY COMING BEFORE THE MEETING.

DIRECTORS RECOMMEND A VOTE "FOR"

-----

FOR\*  
WITHHOLD  
FOR  
AGAINST  
ABSTAIN

1. Election of Directors

Nominees for Director:

J. P. Frazee, Jr.  
A. L. Kelly  
F. A. Krehbiel

2. Approval of Auditors

\*FOR, except vote  
withheld from the

following nominee(s):

-----  
If you have noted comments on the other side of the card, please mark box at right.

SIGNATURE(S) \_\_\_\_\_ DATE \_\_\_\_\_, 1994

Please sign exactly as name appears hereon and return promptly. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

FOLD AND DETACH HERE

NALCO CHEMICAL COMPANY

ONE NALCO CENTER, NAPERVILLE, ILLINOIS 60563-1198

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
THE COMPANY FOR THE 1994 ANNUAL MEETING

The undersigned hereby appoints W. H. Clark and E. J. Mooney, and each of them, attorneys and proxies of the undersigned, with full power of substitution, to represent and vote all the shares held by the undersigned at the Annual Meeting of Stockholders to be held at the Company's Corporate and Technical Center, One Nalco Center, Naperville, Illinois on Wednesday, April 20, 1994, at 10:00 A.M., local time, or at any adjournments thereof, on all matters coming before said meeting.

(Change of  
address/comments)

ELECTION OF CLASS I DIRECTORS:

J. P. Frazee, Jr.  
A. L. Kelly  
F. A. Krehbiel

-----  
-----  
-----

P R O X Y

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, SEE REVERSE SIDE, BUT YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS. THE PROXY COMMITTEE CANNOT VOTE YOUR SHARES UNLESS YOU SIGN AND RETURN THIS CARD.

SEE REVERSE  
SIDE

FOLD AND DETACH HERE

IT IS IMPORTANT THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING WHETHER OR NOT YOU PLAN TO ATTEND IN PERSON. WE URGE YOU TO COMPLETE AND MAIL YOUR PROXY CARD IN THE ENCLOSED ENVELOPE.