

**Henkel**

*A Brand like a friend*

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Henkel KGaA, 40191 Düsseldorf, Deutschland

Office of International Corporation Finance  
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Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U.S.A.



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SUPPL

Datum / Date 03.03.2006  
Ihre Nachricht /  
Your message

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**Rule 12g3-2(b) Submission**  
**File No. 82-4437**  
**Henkel KGaA**

Ladies and Gentlemen:

Enclosed please find a copy of a Shareholder's Proposal of February 28, 2006, to the invitation for the Annual General Meeting of Henkel KGaA to be held on April 10, 2006.

This information is being furnished pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended.

Very truly yours,

Henkel KGaA

Kühn

Nicolas

PROCESSED

MAR 14 2006

THOMSON  
FINANCIAL

Encl.

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DE32 3007 0010 0227 2409 00

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DE34 3008 0000 0211 4562 00  
UST-IdNr. DE 119 429 301  
Kommanditgesellschaft auf Aktien  
Sitz Düsseldorf  
Handelsregister  
AG Düsseldorf HRB 4724

Aufsichtsratsvorsitzender  
Dipl.-Ing. Albrecht Woeste  
Geschäftsführung  
Prof. Dr. Ulrich Lehner (Vorsitzender),  
Dr. Jochen Krautter  
(als persönlich haftende Gesellschafter)  
Alois Linder, Kasper Rorsted,  
Dr. Friedrich Stara,  
Dr. Lothar Steinebach, Hans Van Bylen

**Henkel**

*A Brand Like a Friend*

**Shareholders' Proposals for the  
Annual General Meeting of Henkel KGaA  
on April 10, 2006**

**Latest update: February 28, 2006**

Below you will find all shareholders' proposals relating items on the Agenda for the Annual General Meeting on April 10, 2006, for which disclosure is required.

*Note: This version of the Shareholders' Proposals is a translation of the German original. For the purpose of interpretation, the German text only is authoritative.*

Mr. Wilm Diedrich Müller, Neuenburg, has submitted the following shareholders' proposals:

**A Agenda item 1, Approval of the Annual Financial Statements:**

From: postmaster@firma-diedrich-mueller.de  
Sent: Wednesday, February 22, 2006  
To: Investor.Relations@henkel.com

to the company Henkel KGaA, domiciled in Düsseldorf, via E-mail

--  
Name of Sender: Mr. Müller, Wilm, Diedrich, born March 25, 1956 in Sande am Jadebusen, 1st Profession: Greeter, 2nd Profession: Congratulator, 3rd Profession: Applauder;  
In-Exile Address: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke,  
E-mail:a@9ko.de, Telephone: 04452-9485970, Mobile Telephone: 0170-1865248,  
Fax: 01212 6 1889 1889 Passport Number: 182017195, Driver's license: I4002863401  
Reykjavik-Casablanca-Dakar-time: 10.01, Date: February 22, 2006

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My proposal regarding Agenda item 1  
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Persons, I have adhered to my counter-proposal with supporting reasons. I would justify this adherence citing the fact that, even now, no single annual report relating to the company Henkel KGaA and not to ~~Henkel KGaA~~ could to date yet be presented to me. Annual financial statements relating to Henkel KGaA would be of no interest to me.

The above-named Mr. Müller

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From: postmaster@firma-diedrich-mueller.de  
Sent: Sunday, February 19, 2006  
To: Investor.Relations@henkel.com

to the company Henkel KGaA, domiciled in Düsseldorf, via E-mail;  
copy to the company Commerzbank AG, domiciled in Frankfurt/Main, via E-mail

--  
Name of Sender: Mr. Müller, Wilm, Diedrich, born March 25, 1956 in Sande am Jadebusen, 1st Profession: Greeter, 2nd Profession: Congratulator, 3rd Profession: Applauder;  
In-Exile Address: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke,  
E-mail:a@9ko.de, Telephone: 04452-9485970, Mobile Telephone: 0170-1865248,  
Fax: 01212 6 1889 1889 Passport Number: 182017195, Driver's license: I4002863401  
Reykjavik-Casablanca-Dakar-time: 17.00, Date: February 18, 2006

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Reference: Agenda item 1 of the Invitation to the Annual General Meeting of above-named company  
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Persons, I have validated my share ownership by, as I maintain, purchasing eleven shares in the above-named company Henkel via the above-named company Commerzbank the day before yesterday; I would herewith propose that the annual financial statements for 2005 should not be approved and could justify this proposal in that I have not been presented with annual financial statements relating the company Henkel KGaA for the 2005 financial year either in electronic or in printed form, and I refuse to approve annual financial statements that could continue to not be presented to me.

The above-named Mr. Müller

**B Agenda item 2, Appropriation of Profit:**

From: postmaster@firma-diedrich-mueller.de  
 Sent: Monday, February 27, 2006  
 To: Investor.Relations@henkel.com

to the company Henkel KGaA, domiciled in Düsseldorf, via E-mail  
 copy to the company Reederei Herbert Ekkenga, via Telefax  
 copy to the company Börse Berlin-Bremen, via E-mail  
 --

Name of Sender: Mr. Müller, Wilm, Diedrich, born March 25, 1956 in Sande  
 am Jadebusen, 1st Profession: Greeter, 2nd Profession: Congratulator, 3rd  
 Profession: Applauder;  
 In-Exile Address: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke,  
 E-mail:a@9ko.de, Telephone: 04452-9485970, Mobile Telephone: 0170-1865248,  
 Fax: 01212 6 1889 1889 Passport Number: 182017195, Driver's license: I4002863401  
 Reykjavik-Casablanca-Dakar-time: 09.46, Date: February 27, 2006

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 Proposal to agenda item 2 of the invitation to the Annual General Meeting of  
 above-named firm  
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People, I have proposed herewith that the profit should not be paid out in euro  
 as proposed in the above invitation and that instead as many shares as possible  
 be purchased for the equivalent amount in the above company Reederei via the  
 above company stock exchange Börse Berlin-Bremen, and that these shares be  
 distributed as dividend to the shareholders of the above company Henkel.

Owing to the very slender profit of the above company Henkel, it may be that the  
 number of shares procured in the above company Reederei for this profit amount  
 will be less than the number of shares there are in the above company Henkel, so  
 that a suitable lottery procedure will need to be applied in order to distribute  
 all the shares procured with equivalent probability to all the shares of the  
 above company Henkel.

I would have justified my above proposal in that I have a clear preference for  
 shares as a dividend rather than euro, because shares allow me to greet people  
 at a General Meeting, whereas the suggested euro is a purely virtual currency  
 that entitles me to purely nothing at all.

The above-named Mr. Müller

**C Agenda item 3, To ratify the actions of the Management Board:**

From: postmaster@firma-diedrich-mueller.de  
 Sent: Monday, February 27, 2006  
 To: Investor.Relations@henkel.com

to the company Henkel KGaA, domiciled in Düsseldorf, via E-mail  
 --

Name of Sender: Mr. Müller, Wilm, Diedrich, born March 25, 1956 in Sande  
 am Jadebusen, 1st Profession: Greeter, 2nd Profession: Congratulator, 3rd  
 Profession: Applauder;  
 In-Exile Address: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke,  
 E-mail:a@9ko.de, Telephone: 04452-9485970, Mobile Telephone: 0170-1865248,  
 Fax: 01212 6 1889 1889 Passport Number: 182017195, Driver's license: I4002863401  
 Reykjavik-Casablanca-Dakar-time: 13.26, Date: February 27, 2006

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 Reference: Agenda item 3 of the invitation to the Annual General Meeting of  
 above-named firm  
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Persons, I have proposed herewith that the actions of the Management Board for

fiscal 2005 might be ratified and would justify this proposal in that the same Management Board has been so successful in its stewardship that such a profit has been generated as can be paid out to the shareholders, in such a way as is characterized by the fact that the shareholders in their Annual General Meeting will resolve whether the dividend should be paid out in the form of shares or in the form of euros.

The above-named Mr. Müller

**D Agenda item 4, To ratify the actions of the Supervisory Board:**

From: postmaster@firma-diedrich-mueller.de  
Sent: Monday, February 27, 2006  
To: Investor.Relations@henkel.com

to the company Henkel KGaA, domiciled in Düsseldorf, via E-mail  
copy to Messrs. Federal Ministry of Finance, via E-Mail  
copy to Messrs. European Court of Justice for Human Rights, via E-mail

Name of Sender: Mr. Müller, Wilm, Diedrich, born March 25, 1956 in Sande am Jadebusen, 1st Profession: Greeter, 2nd Profession: Congratulator, 3rd Profession: Applauder;  
In-Exile Address: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke,  
E-mail: a@9ko.de, Telephone: 04452-9485970, Mobile Telephone: 0170-1865248,  
Fax: 01212 6 1889 1889 Passport Number: 182017195, Driver's license: I4002863401  
Reykjavik-Casablanca-Dakar-time: 13.44, Date: February 27, 2006

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Proposal to agenda item 4 of the invitation to the Annual General Meeting of above-named firm  
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Persons, I have proposed herewith that the actions of the Supervisory Board of the above-named company Henkel for fiscal 2005 should not be ratified and would justify this proposal in that the same Supervisory Board has in the same financial year allowed taxes to be transferred to the above Messrs. Federal Ministry which, in my view, has two disadvantages, namely first: that said money transferred in the form of taxes is no longer available for the payment of a dividend, and second: that a part of this money could have passed to the above mentioned Messrs. European, which would cause be annoyance because said Messrs. European opine that I am not Mr. Wilm Müller but Wilm Müller, and I am of the opinion that organizations for whom I am not Mr. Müller but Müller have not earned my money.

The above-named Mr. Müller

End of counter-proposals