

Nalco Holding CO
Form 3/A
November 12, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â APOLLO MANAGEMENT V LP			(Month/Day/Year) 11/10/2004	Nalco Holding CO [NLC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
TWO MANHATTANVILLE ROAD			(Check all applicable)		11/10/2004
(Street)			___ Director ___ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
PURCHASE,Â NYÂ 10577			___ Officer ___X_ Other		___ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)		__X_ Form filed by More than One Reporting Person
			See Footnote (1)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	32,600,676	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APOLLO MANAGEMENT V LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577	^	^	^	See Footnote (1)
APOLLO INVESTMENT FUND V LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577	^	^	^	See Footnote (1)
Apollo/Nalco Acquisition LLC TWO MANHATTANVILLE ROAD PURCHASE, NY 10577	^	^	^	See Footnote (1)
AP Nalco LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577	^	^	^	See Footnote (1)
APOLLO ADVISORS V LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577	^	^	^	See Footnote (1)

Signatures

See signatures attached as Exhibit 99.2 11/12/2004

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

(1) See Exhibit 99.1

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Remarks:

This amended Form 3 is being filed to report the definitive number of shares of the Issuer's common

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.