

Nalco Holding CO
Form 3/A
November 24, 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 GOLDMAN SACHS & CO OHG | | | (Month/Day/Year) 11/10/2004 | Nalco Holding CO [NLC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | |
| 85 BROAD STREET | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Footnotes 2, 3, 4, 5 | | |
| NEW YORK, Â NY Â 10004 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 11/10/2004 | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

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 | 22,121,305 ⁽¹⁾ | I | See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ |

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

SEC 1473 (7-02)

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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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS & CO OHG 85 BROAD STREET NEW YORK, NY 10004 | Â | Â | Â | See Footnotes 2, 3, 4, 5 |
| NH ACQUISITION LLC 85 BROAD STREET NEW YORK, NY 10004 | Â | Â | Â | See Footnotes 2, 3, 4, 5 |

Signatures

/s/ Ted Chang,
Attorney-in-fact

11/24/2004

Date

/s/ Ted Chang,
Attorney-in-fact

11/24/2004

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) This amended Form 3 is being filed to report the definitive number of shares of the Company's Common Stock (as defined below) issued to Nalco LLC pursuant to the reported stock dividend, to correspondingly update the number of shares of the Company's Common Stock reported as indirectly beneficially owned by the Reporting Persons (as defined below) and to add Goldman, Sachs & Co. oHG as a joint filer. Due to the electronic system's limitation of 10 Reporting Persons per joint filing this statement is being filed in duplicate.

(2) This statement is being filed by GS Capital Partners 2000, L.P. ("GSCP 2000"), GS Capital Partners 2000 Offshore, L.P. ("GSCP Offshore 2000"), GS Capital Partners 2000 GmbH & Co. Beteiligungs KG ("GSCP Germany 2000"), GS Capital Partners 2000 Employee Fund, L.P. ("GSCP Employee 2000"), Goldman Sachs Direct Investment Fund 2000, L.P. ("GS Direct 2000" and, together with GSCP 2000, GSCP Offshore 2000, GSCP Germany 2000 and GSCP Employee 2000, the "Limited Partnerships"), NH Acquisition LLC ("NH" and, together with the Limited Partnerships, "GS Funds"), GS Advisors 2000, L.L.C. ("GS Advisors 2000"), Goldman, Sachs Management GP GmbH ("GS GmbH"), Goldman, Sachs & Co. oHG ("GS oHG"), GS Employee Funds 2000 GP, L.L.C. ("GS Employee 2000 LLC"), and The Goldman Sachs Group, Inc. ("GS Group" and, together with the Limited Partnerships, GS Advisors 2000, GS GmbH, GS oHG, GS Employee 2000 LLC and NH Acquisition, the "Reporting Persons").

(3) The securities reported herein are beneficially owned directly by Nalco LLC. The 22,121,305 shares of Nalco Holding Company's (the "Company"), common stock, par value \$.01 per share ("Common Stock") reported as indirectly beneficially owned reflects the issuance of a dividend of 90,552,158 shares of Common Stock to Nalco LLC on November 16, 2004, and reflects an indirect beneficial ownership in the Company based on the membership interest in Nalco LLC held by the GS Funds. Affiliates of GS Group are the general partner, managing general partner, managing partner or manager of the GS Funds, which own in the aggregate approximately 24% of Nalco LLC. The balance of the membership interests in Nalco LLC are held by affiliates of The Blackstone Group L.P. and Apollo Management V, L.P. (together with the GS Funds, the "LLC Members"), as well as certain members of management of the Company.

(4) Because voting and dispositive decisions of Nalco LLC with respect to the Common Stock require the approval of at least two of the three LLC Members, the GS Funds disclaim beneficial ownership of the Company's securities held by Nalco LLC. Nonetheless, the Reporting Persons are voluntarily reporting an indirect beneficial ownership in the Common Stock, as reflected herein. GS Advisors 2000 is the general partner of GSCP 2000 and GSCP Offshore 2000 and the manager of NH. GS GmbH is the managing partner of GSCP Germany 2000. GS oHG is the sole stockholder of GS GmbH. GS Employee 2000 LLC is the general partner of GSCP Employee 2000 and GS

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Direct 2000.

- The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this
- (5) report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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