

Nalco Holding CO
Form 4
May 03, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
GOLDMAN SACHS & CO OHG

(Last) (First) (Middle)
85 BROAD STREET

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Nalco Holding CO [NLC]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/29/2005		P	200 A	\$ 17.82	22,121,505	I
Common Stock	04/29/2005		S	200 D	\$ 17.89	22,121,305	I

See Footnotes (1) (2) (3) (4) (5) (6)

See Footnotes (1) (2) (3) (4) (5) (6)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS & CO OHG 85 BROAD STREET NEW YORK, NY 10004		X		
NH ACQUISITION LLC 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Edward T. Joel,
Attorney-in-fact
05/03/2005
**Signature of Reporting Person Date

/s/ Edward T. Joel,
Attorney-in-fact
05/03/2005
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 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

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2000 LLC"), and (continued in next footnote)

- (2) 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"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing this statement is being filed in duplicate.

- (3) The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Without admitting any legal obligation, Goldman Sachs or an affiliate will remit appropriate profits, if any, to Nalco Holding Company (the "Company"). The Reporting Persons, other than GS Group, disclaim beneficial ownership of the shares beneficially owned directly by Goldman Sachs.

- (4) The 22,121,305 shares reported herein as indirectly beneficially owned are beneficially owned directly by Nalco LLC and reflects the GS Funds 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.

- (5) Because voting and dispositive decisions of Nalco LLC with respect to the Company's common stock, \$0.01 par value per share ("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 Direct 2000.

- (6) The Reporting Persons disclaim beneficial ownership of the 22,121,305 shares of Common Stock in excess of their pecuniary interest, if any, and this 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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