

Nalco Holding CO
Form 4
August 24, 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 *
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2005

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	08/22/2005		S	1,618,605 D	\$ 18.41 (6) 19,767,140	I	See Footnotes (1) (2) (3) (4) (5)

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 Transaction (Instr. 5)
				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
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE CAPITAL PARTNERS IV LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE CAPITAL PARTNERS IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
PETERSON PETER G C/O BLACKSTONE MANAGEMENT PARTNERS III L.L.C. 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O BLACKSTONE MANAGEMENT PARTNERS III L.L.C. 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154		X		

Signatures

/s/ Chinh Chu, Member of Blackstone Management Associates IV L.L.C. 08/24/2005

__Signature of Reporting Person Date

(See signatures of other Reporting Persons attached as Exhibit 99.1) 08/24/2005

__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) On August 22, 2005, an additional 4,350,000 shares of Nalco Holding Company (the "Issuer") common stock (the "Common Stock") were sold in a registered public offering pursuant to the underwriters' exercise of their over-allotment option. Nalco LLC (the selling stockholder) received all proceeds from this over-allotment offering.
- (2) The shares of the Issuer's common stock reported as beneficially owned in the above table reflect an indirect beneficial ownership in the Issuer based on the membership interests in Nalco LLC held by Blackstone Capital Partners IV L.P., Blackstone Family Investment Partnership IV-A L.P. and Blackstone Capital Partners IV-A L.P. (collectively, the "Blackstone Funds"). Blackstone Management Associates IV LLC ("BMA") is the general partner having voting and investment power over the shares of common stock held or controlled by each of the Blackstone Funds. The membership interests in Nalco LLC are held by the Blackstone Funds and affiliates of the Goldman Sachs Group, Inc. and Apollo Management, LP (together with the Blackstone Funds, the "LLC Members"), as well as certain members of management of the Issuer. (Continued in footnote (3))
- (3) (Continued from footnote (2)) Because voting and dispositive decisions of Nalco LLC with respect to the common stock of the Issuer require the approval of at least two of the LLC Members, the Blackstone Funds disclaim beneficial ownership of the Issuer's securities held by Nalco LLC. Nonetheless, BMA, the Blackstone Funds and the other reporting persons identified herein are voluntarily reporting an indirect beneficial ownership in the Issuer's common stock, as reflected herein.
- (4) The Blackstone Funds, BMA, Messrs. Peter G. Peterson and Stephen A. Schwarzman (the founding members of BMA) disclaim beneficial ownership of all shares of the Issuer's 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, 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.
- (5) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (6) Represents price to public in an underwritten public offering.

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.