

Nalco Holding CO  
Form 3  
November 10, 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 \*

Â BLACK LEON D  
(Last) (First) (Middle)

APOLLO ADVISORS LP,Â 1301 AVENOE OF THE AMERICAS  
(Street)

NEW YORK,Â NYÂ 10019  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
11/10/2004

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of

Shares or Indirect  
(I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACK LEON D APOLLO ADVISORS LP 1301 AVENUE OF THE AMERICAS NEW YORK, NY 10019	X	X	X	X

## Signatures

Filomena Trombino as Attorney  
in Fact 11/10/2004

\*\*Signature of Reporting Person Date

## Explanation of Responses:

### No securities are beneficially owned

- \* 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).

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### Remarks:

Mr. Black is associated with Apollo Management V L.P. ("Management") and its affiliated investment managers. Management serves as the manager of Apollo Investment Fund V, L.P., APALCO LP, Apollo/Nalco Acquisition LLC (collectively, the "Apollo Funds"), which may each be deemed beneficial owners of certain shares of common stock of Nalco Holding Company. Mr. Black disclaims beneficial ownership of all shares of Nalco Holding Company common stock that may be deemed beneficially owned by the Apollo Funds and Management. This report shall not be deemed an admission that Mr. Black is a beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the 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. 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.