

BLACKSTONE CAPITAL PARTNERS IV-A LP  
 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BLACKSTONE MANAGEMENT ASSOCIATES IV LLC			(Month/Day/Year)	Nalco Holding CO [NLC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
C/O THE BLACKSTONE GROUP,Â 345 PARK AVE			(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10154			<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)	(specify below)	<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, par value \$0.01 per share	32,465,221	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE CAPITAL PARTNERS IV LP BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE CAPITAL PARTNERS IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^

## Signatures

See signatures of other Reporting Persons attached as Exhibit 99.1

11/10/2004

\*\*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) The 32,465,221 shares of Nalco Holding Company's (the "Issuer") common stock reported as beneficially owned in the above table assumes the issuance of a dividend immediately prior to the consummation of the Issuer's initial public offering of 90,175,916 shares of the Issuer's common stock to Nalco LLC, and reflects 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").

(2) Blackstone Management Associates IV L.L.C. ("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, which own in the aggregate approximately 36% of Nalco LLC. The balance of the membership interests in Nalco LLC are held by affiliates of the Goldman Sachs Group, Inc. and Apollo Management, L.P. (together with the Blackstone Funds, the "LLC Members"), as well as certain members of management of the Issuer. 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.

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- (3) 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.

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.