Nalco Holding CO Form 3/A November 18, 2004

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

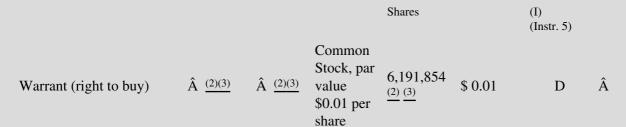
(Print or Type Responses)

1. Name and Address of Reporting Person 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement Nalco Holding CO [NLC] NALCO LLC (Month/Day/Year) 11/10/2004 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1601 WEST DIEHL ROAD 11/10/2004 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director _X__ 10% _X_ Form filed by One Reporting Owner Officer Other NAPERVILLE, Â ILÂ 60563-1198 Form filed by More than One (give title below) (specify below) Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock, par value \$0.01 per share 90,552,258 (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NALCO LLC

1601 WEST DIEHL ROAD

NAPERVILLE, ILÂ 60563-1198

Signatures

/s/Stephen N. Landsman, VP, Gen Csnl, Corp Sec

11/18/2004

**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 90,552,258 shares of Nalco Holding Company's common stock reported as beneficially owned in the above table reflects the issuance of a dividend of 90,552,158 shares of Nalco Holding Company's common stock to Nalco LLC on November 16, 2004.
 - On November 16, 2004, Nalco Holding Company issued warrants to Nalco LLC, which will allow Nalco LLC to purchase, for \$0.01 per share, up to 6,191,854 shares of Nalco Holding Company common stock (the "Warrants"). See the Warrant Agreement which is filed as
- (2) Exhibit 10.4 to the Form 8-K of Nalco Holding Company, filed on November 18, 2004. This will enable Nalco LLC to deliver Nalco Holding Company common stock to Nalco Holding Company's management in exchange for certain class A units and vested class B, C and D units of Nalco LLC. For more information about the Nalco LLC units, see the Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement on Form S-1 of Nalco Holding Company (File No. 333-118583).
- Subject to limited exceptions, the Warrants become exercisable upon certain dates subject to acceleration upon Nalco LLC achieving certain EBITDA targets. In the event that Nalco LLC at any time holds more shares acquired upon exercise of the Warrants than it would be required to use to satisfy management exchange rights, Nalco LLC will be obligated to place any such excess Nalco Holding Company common stock into an escrow account for use in connection with delivery of such common stock in connection with employee incentive compensation plans. Upon depositing such excess common stock with the escrow agent, Nalco LLC will have no further rights with respect to the excess common stock.

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Remarks:

This amended Form 3 is being filed to report the definitive number of shares of the Issuer's common stock that were issued to Nalco LLC pursuant to the reported stock dividend and the definitive number of shares underlying the warrant that was issued to Nalco LLC, which shares were reflected in the original report on an estimated basis, and to correspondingly update the number of shares of the Issuer's common stock reported as beneficially owned by the reporting person.

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.

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