

GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG

Form 3/A

November 15, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC/			(Month/Day/Year)	Nalco Holding CO [NLC]	
(Last)	(First)	(Middle)	11/10/2004		
85 BROAD ST,Â			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK,Â NYÂ 10004			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			11/10/2004		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person		
			<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	22,412,965 ⁽¹⁾	I	See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GS CAPITAL PARTNERS 2000 LP 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GS CAPITAL PARTNERS 2000 OFFSHORE LP C/O M&C CORPORATE SERVICES LIMITED P.O. BOX 309 GRAND CAYMAN, E9	^	^ X	^	^
GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG MESSETURM, 60308 FRANKFURT AM MAIN, 2M 2M	^	^ X	^	^
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GS ADVISORS 2000 LLC 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	^	^ X	^	^
GS EMPLOYEE FUNDS 2000 GP LLC 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
NH ACQUISITION LLC 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^

Signatures

/s/ Edward T. Joel,
Attorney-in-fact

11/15/2004

__Signature of Reporting Person

Date

/s/ Edward T. Joel,
Attorney-in-fact 11/15/2004

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Attorney-in-fact 11/15/2004

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/s/ Edward T. Joel,
Attorney-in-fact 11/15/2004

__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) This amended Form 3 is being filed to report the definitive number of shares of the Company's Common Stock (as defined below) to be issued to Nalco LLC pursuant to the reported stock dividend, which shares were reflected in the original Form 3 on an estimated basis, and to correspondingly update the number of shares of the Company's Common Stock reported as indirectly beneficially owned by the Reporting Persons (as defined below).

(2) 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"), GS Employee Funds 2000 GP, L.L.C. ("GS Employee 2000 LLC"), and The Goldman Sachs Group, Inc. ("GS Group" and, together with the Limited Partnerships, GS Advisors 2000, GS GmbH, GS Employee 2000 LLC and NH Acquisition, the "Reporting Persons").

(3) The securities reported herein are beneficially owned directly by Nalco LLC. The 22,412,965 shares of Nalco Holding Company's (the "Company"), common stock, par value \$.01 per share ("Common Stock") reported as indirectly beneficially owned assumes the issuance of a dividend immediately prior to the consummation of the Company's initial public offering of 90,552,158 shares of Common Stock to

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Nalco LLC, and reflects an 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, manager or investment manager of the GS Funds, which own in the aggregate approximately 24.8% 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.

Because voting and dispositive decisions of Nalco LLC with respect to the Common Stock require the approval of at least two of the LLC Members, the GS Funds disclaim beneficial ownership of the Company's securities held by Nalco LLC. Nonetheless, the Reporting

- (4) 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 investment manager of NH. GS GmbH is the managing partner of GSCP Germany 2000. GS Employee 2000 LLC is the general partner of GSCP Employee 2000 and GS Direct 2000.

The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this

- (5) 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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