

Nalco Holding CO
Form 3/A
November 15, 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 and Ticker or Trading Symbol
Â MEHRA SANJEEV K	(Month/Day/Year)	Nalco Holding CO [NLC]
(Last) (First) (Middle)	11/10/2004	
C/O GOLDMAN, SACHS & CO.,Â 85 BROAD STREET		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		5. If Amendment, Date Original Filed(Month/Day/Year)
		11/10/2004
		6. Individual or Joint/Group Filing(Check Applicable Line)
		___X___ Form filed by One Reporting Person
		___ Form filed by More than One Reporting Person
NEW YORK,Â NYÂ 10004		
(City) (State) (Zip)		

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⁾

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	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	Â X	Â	Â	Â

Signatures

/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 Person.

(2) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of all shares of Nalco Holding Company's (the "Company"), common stock, par value \$.01 per share ("Common Stock") in excess of his pecuniary interest, if any, and this 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. The securities reported herein are beneficially owned directly by Nalco LLC.

(3) The 22,412,965 shares of 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 Nalco LLC, and reflects an indirect beneficial ownership in the Company based on the membership interest in Nalco LLC held by certain investment partnerships and limited liability companies of which affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, manager or investment manager, 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., as well as certain members of management of the Company.

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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