

ROBBINS LAWRENCE M  
Form 3  
April 05, 2007

**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 \*  
GLENVIEW CAPITAL  
MANAGEMENT LLC

2. Date of Event Requiring Statement  
(Month/Day/Year)  
04/03/2007

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

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

767 FIFTH AVENUE, 44TH FLOOR

(Check all applicable)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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	720,200	I	See Footnote <sup>(1)</sup>
Common Stock	8,793,430	I	See Footnote <sup>(2)</sup>
Common Stock	3,726,600	I	See Footnote <sup>(3)</sup>
Common Stock	962,920	I	See Footnote <sup>(4)</sup>
Common Stock	184,260	I	See Footnote <sup>(5)</sup>
Common Stock	5,920	I	See Footnote <sup>(6)</sup>
Common Stock	52,200	I	See Footnote <sup>(7)</sup>
Common Stock	1,030,400	I	See Footnote <sup>(8)</sup>
Common Stock	553,100	I	See Footnote <sup>(9)</sup>

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLENVIEW CAPITAL MANAGEMENT LLC 767 FIFTH AVENUE 44TH FLOOR NEW YORK, NY 10153	^	^ X	^	^
ROBBINS LAWRENCE M ^	^	^ X	^	^

## Signatures

/s/ Lawrence M. Robbins, as Chief Executive Officer of Glenview Capital Management, LLC 04/05/2007

\_\_Signature of Reporting Person Date

/s/ Lawrence M. Robbins 04/05/2007

\_\_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) These shares of the Issuer's common stock, par value \$0.01 per share ("Shares"), are held for the account of Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"). Glenview Capital Management, LLC, a Delaware limited liability company ("Glenview Capital Management"), serves as investment manager for Glenview Capital Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(2) These Shares are held for the account of Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Capital Master Fund"). Glenview Capital Management serves as the investment manager for Glenview Capital Master Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(3) These Shares are held for the account of Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"). Glenview Capital Management serves as the investment manager for Glenview Institutional Partners. Mr. Robbins is the Chief

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Executive Officer of Glenview Capital Management.

(4) These Shares are held for the account of GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"). Glenview Capital Management serves as the investment manager for the GCM Little Arbor Master Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(5) These Shares are held for the account of GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"). Glenview Capital Management serves as the investment manager for GCM Little Arbor Institutional Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(6) These Shares are held for the account of GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners"). Glenview Capital Management serves as the investment manager for GCM Little Arbor Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(7) These Shares are held for the account of GCM Opportunity Fund, L.P., a Delaware limited partnership ("GCM Opportunity Fund"). Glenview Capital Management serves as the investment manager for GCM Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(8) These Shares are held for the account of Glenview Capital Opportunity Fund, L.P., a Delaware limited partnership ("Glenview Capital Opportunity Fund"). Glenview Capital Management serves as the investment manager for Glenview Capital Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

(9) These Shares are held for the account of Glenview Offshore Opportunity Fund, Ltd., a Cayman Islands exempted company ("Glenview Offshore Opportunity Fund"). Glenview Capital Management serves as the investment manager for Glenview Offshore Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Offshore Opportunity Fund.

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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