Nalco Holding CO Form 4 August 19, 2005

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

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(Print or Type Responses)

1. Name and Address of Reporting Person * FRIEDMAN RICHARD A			2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]						5. Relationship of Reporting Person(s) to Issuer			
	(First) (DMAN, SACHS & ROAD STREET	Middle)		of Earlie Day/Ye	est T	Fransaction			(Check all applicable) _X_ Director			
NEW YO	(Street) RK, NY 10154				nt, D	Oate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - N	on-	Derivative Se	curitie	es Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transa Code (Instr.	8)	4. Securities a por Disposed of (Instr. 3, 4 and Amount	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common stock, par value \$0.01 per share	08/17/2005			S	•		D D	\$ 18.41 (4)		I	See Footnotes (1) (2) (3)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer

FRIEDMAN RICHARD A C/O GOLDMAN, SACHS & CO. **85 BROAD STREET** NEW YORK, NY 10154

Signatures

/s/ Ted Chang, 08/19/2005 Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect (1) wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly owned except to the extent of his pecuniary interest therein, if any.
 - On August 17, 2005, a registered public offering of 29,000,000 shares of Nalco Holding Company (the "Company") common stock (the "Common Stock") was completed. Nalco LLC (the selling stockholder) received all proceeds from this offering. The 14,702,701 shares reported herein as indirectly beneficially owned are beneficially owned directly by Nalco LLC and reflects the GS Funds indirect
- (2) beneficial ownership in the Company based on the membership interest in Nalco LLC held by certain entities of which affiliates of GS Group are the general partner, managing general partner, managing partner, manager or investment manager. The membership interests in Nalco LLC are held by affiliates of the GS Group, The Blackstone Group L.P. and Apollo Management, L.P., as well as certain members of management of the Company.
- The Reporting Person disclaims beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this (3) report shall not be deemed an admission that such person 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.
- (4) Represents price to public in an underwritten public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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