### Edgar Filing: MEHRA SANJEEV K - Form 4

MEHRA SAI Form 4	NJEEV K											
November 14	, 2005											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								NOMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Subject Section See Instruction See In						ies Ez ipany	xchang Act c	ge Act of 1934, of 1935 or Sectio	burden ho response	Estimated average burden hours per response 0.		
See Instru 1(b).	ction	50(11)	or the m	vestment	compun	y 1101	. 01 17	10				
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> MEHRA SANJEEV K			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			Nalco H	olding CO	O [NLC]			(Che	ck all applicabl	le)		
(Last) C/O GOLDM CO., 85 BRO	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2005					XDirector10% Owner Officer (give title below) Other (specify below)						
					endment, Date Original nth/Day/Year)				<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
NEW YORK	K, NY 10004							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed o	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of				
Common Stock	11/14/2005			A	2,000	A	\$ 0	13,591,911	I	See Footnotes (1) (2) (3)		

Reminder: Report on a separate line for each class of securities beneficially 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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. X **85 BROAD STREET** NEW YORK, NY 10004 Signatures /s/ Michael T. Seeley, 11/14/2005 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 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") and restricted stock

(1) shares of Nateo Holding Company's (the Company'), common stock, par varie 3.01 per share ("Common stock") and restricted stock of units in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that any 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.

The 2,000 shares reported herein reflect an award by the Company of restricted stock units granted to GS Group in connection with the Reporting Person's service as a director on the Company's board, pursuant to the Company's 2004 Stock Incentive Plan (the "Plan"). Each restricted stock unit represents the right to receive one share of the Company's common stock on a 1-for-1 basis, subject to the terms and

conditions set forth in the Plan. The 2,000 shares vest on January 1, 2007, subject to the terms and conditions set forth in the Plan.

Of the 13,591,911 shares reported herein, 13,589,911 shares are beneficially owned directly by Nalco LLC and reflect the GS Funds' (as defined below) indirect beneficial ownership in the Company based on the membership interest in Nalco LLC held by certain investment partnerships and a limited liability company of which affiliates of Goldman Sachs and GS Group are the general partner, managing

(3) partnerships and a minied nability company of which armates of Goldman Sachs and GS Group are the general partner, managing general partner, manager or investment manager (the "GS Funds"). The membership interests in Nalco LLC are held by the GS Funds and affiliates of The Blackstone Group L.P. and Apollo Management, 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. 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.

### **Reporting Owners**