MEHRA SANJEEV K

Form 4

August 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3

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OMB APPROVAL

Expires: January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction See

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting MEHRA SANJEEV K	g Person *	2. Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle		3. Date of Earliest Transaction	(Check all applicable)		
85 BROAD STREET		(Month/Day/Year) 08/22/2005	X Director 10% Owner Officer (give title below) Other (specification)		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10004		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Se	curitie	s Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4 an	of (D)	red (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	08/22/2005		S	1,112,790	D	\$ 18.41 (4)	13,589,911	I	See (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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable D	ercisable Date	ritte	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Othe			

MEHRA SANJEEV K 85 BROAD STREET X NEW YORK, NY 10004

Signatures

/s/ Ted Chang, Attorney-in-Fact 08/24/2005

**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).

Relationships

- 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 22, 2005, an additional 4,350,000 shares of Nalco Holding Company (the "Company") common stock (the "Common Stock") were sold in a registered public offering pursuant to the underwriters' exercise of their over-allotment option. Nalco LLC received all proceeds from this offering. The 13,589,911 shares reported herein as indirectly beneficially owned are beneficially owned directly by
- 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 a limited liability company of which affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, manager or investment manager. The balance of the membership interests in Nalco LLC are held by affiliates of 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 its pecuniary interest, if any, and this 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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