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GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG

August 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Form 4 or Form 5 obligations may continue. See Instruction

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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

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person * GOLDMAN SACHS GROUP INC/			Issuer Name and Ticker or Trading Symbol Nalco Holding CO [NLC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 85 BROAI	(First) O STREET,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/17/2005			- - b	DirectorX 10% Owner Officer (give title Other (specify below)					
NEW YOR		4. If Amendment, Date Original Filed(Month/Day/Year)				A - -	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting					
							P	Person				
(City)	City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4 a	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	08/17/2005			S	7,418,604	l D	\$ 18.41 (6)	14,702,701	I	See Footnotes (1) (2) (3) (4) (5) (7)		

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

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	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			`	Í		
	,				(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
					1, und 3)						
									Amount		
						Date	Evniration		or		
						Exercisable	Expiration Date	Title	Number		
									of		
				Code V	I (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
F-	Director	10% Owner	Officer	Other			
GOLDMAN SACHS GROUP INC/ 85 BROAD STREET NEW YORK, NY 10004		X					
GOLDMAN SACHS MANAGEMENT GP GMBH MESSERTURM 60308 FRANKFURT AM MAIN 2M 2M 0000		X					
GS CAPITAL PARTNERS 2000 LP 85 BROAD STREET NEW YORK, NY 10004		X					
GS CAPITAL PARTNERS 2000 OFFSHORE LP C/O M&C CORPORATE SERVICES LIMITED P.O. BOX 309 GRAND CAYMAN, E9 E9		X					
GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG MESSERTURM, 60308 FRANKFURT AM MAIN 2M 2M		X					
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 85 BROAD STREET NEW YORK, NY 10004		X					
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000 LP 85 BROAD STREET NEW YORK, NY 10004		X					

Reporting Owners 2

GS ADVISORS 2000 LLC

85 BROAD STREET X

NEW YORK, NY 10004

GS EMPLOYEE FUNDS 2000 GP LLC

85 BROAD STREET X

NEW YORK, NY 10004

Signatures

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

**Signature of Reporting Person Date

/s/ Ted Chang,

Attorney-in-fact 08/19/2005

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/s/ Ted Chang,

Attorney-in-fact 08/19/2005

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

**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).
- (1) This statement is being filed by GS Capital Partners 2000, L.P. ("GSCP 2000"), GS Capital Partners 2000 Offshore, L.P. ("GSCP Offshore 2000"), GS Capital Partners 2000 GmbH & Co. Beteiligungs KG ("GSCP Germany 2000"), GS Capital Partners 2000 Employee Fund, L.P. ("GSCP Employee 2000"), Goldman Sachs Direct Investment Fund 2000, L.P. ("GS Direct 2000" and, together with GSCP 2000, GSCP Offshore 2000, GSCP Germany 2000 and GSCP Employee 2000, the "Limited Partnerships"), NH Acquisition LLC ("NH" and, together with the Limited Partnerships, the "GS Funds"), GS Advisors 2000, L.L.C. ("GS Advisors 2000"), Goldman, Sachs Management GP GmbH ("GS GmbH"), Goldman, Sachs & Co. oHG ("GS oHG"), GS Employee Funds 2000 GP, L.L.C. ("GS

Signatures 3

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Employee 2000 LLC"), and The Goldman Sachs Group, Inc. ("GS Group" and, together with the Limited Partnerships, GS Advisors 2000, GS GmbH, GS oHG, GS Employee 2000 LLC and NH, the "Reporting Persons").

- 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 beneficial ownership in the Company based on the membership interest in Nalco LLC held by the GS Funds. Affiliates of GS Group are the general partner, managing general partner, managing partner, manager or investment manager of the GS Funds. (Continued in footnote (3))
- (Continued from footnote (2)) The membership interests in Nalco LLC are held by the GS Funds and affiliates of The Blackstone Group (3) L.P. and Apollo Management, L.P. (together with the GS Funds, the "LLC Members"), as well as certain members of management of the Company.
 - Because voting and dispositive decisions of Nalco LLC with respect to the Common Stock require the approval of at least two of the LLC Members, the GS Funds disclaim beneficial ownership of the Company's securities held by Nalco LLC. Nonetheless, the Reporting
- (4) Persons are voluntarily reporting an indirect beneficial ownership in the Common Stock, as reflected herein. GS Advisors 2000 is the general partner of GSCP 2000 and GSCP Offshore 2000 and the manager of NH. GS GmbH is the managing partner of GSCP Germany 2000. GS oHG is the sole stockholder of GS GmbH. GS Employee 2000 LLC is the general partner of GSCP Employee 2000 and GS Direct 2000.
- The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their 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.
- (6) Represents price to public in an underwritten public offering.
- (7) Due to the electronic system's limitation of 10 Reporting Persons per joint filing this statement is being filed in duplicate.

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.