

BLACKSTONE CAPITAL PARTNERS IV-A LP
 Form 3/A
 November 19, 2004

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BLACKSTONE MANAGEMENT ASSOCIATES IV LLC			(Month/Day/Year)	Nalco Holding CO [NLC]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O THE BLACKSTONE GROUP,Â 345 PARK AVE				(Check all applicable)	11/10/2004
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10154				<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
				See footnotes 1, 2, 3	

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, par value \$0.01 per share	32,176,443 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	see footnotes 1, 2, 3 <u>(1)</u> <u>(2)</u> <u>(3)</u>

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	Â	Â	Â	See footnotes 1, 2, 3
BLACKSTONE CAPITAL PARTNERS IV LP BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	Â	Â	Â	See footnotes 1, 2, 3
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	Â	Â	Â	See footnotes 1, 2, 3
BLACKSTONE CAPITAL PARTNERS IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	Â	Â	Â	See footnotes 1, 2, 3
PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	Â	Â	Â	See footnotes 1, 2, 3
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	Â	Â	Â	See footnotes 1, 2, 3

Signatures

See signatures attached as Exhibit 99.1

11/19/2004

**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) The 32,176,443 shares of Nalco Holding Company's (the "Issuer") common stock reported as beneficially owned in the above table reflects the issuance of a dividend on November 16, 2004 of 90,552,158 shares of the Issuer's common stock to Nalco LLC, and reflects

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an indirect beneficial ownership in the Issuer based on the membership interests in Nalco LLC held by Blackstone Capital Partners IV L.P., Blackstone Family Investment Partnership IV-A L.P. and Blackstone Capital Partners IV-A L.P. (collectively, the "Blackstone Funds").

- (2) Blackstone Management Associates IV L.L.C. ("BMA") is the general partner having voting and investment power over the shares of common stock held or controlled by each of the Blackstone Funds, which own in the aggregate approximately 36% of Nalco LLC. The balance of the membership interests in Nalco LLC are held by affiliates of the Goldman Sachs Group, Inc. and Apollo Management, L.P. (together with the Blackstone Funds, the "LLC Members"), as well as certain members of management of the Issuer. Because voting and dispositive decisions of Nalco LLC with respect to the common stock of the Issuer require the approval of at least two of the LLC Members, the Blackstone Funds disclaim beneficial ownership of the Issuer's securities held by Nalco LLC. Nonetheless, BMA, the Blackstone Funds and the other reporting persons identified herein are voluntarily reporting an indirect beneficial ownership in the Issuer's common stock, as reflected herein.

- (3) The Blackstone Funds, BMA, and Messrs. Peter G. Peterson and Stephen A. Schwarzman (the founding members of BMA) disclaim beneficial ownership of all shares of the Issuer's 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, 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.

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Remarks:

InformationÂ withÂ respectÂ toÂ eachÂ ofÂ theÂ ReportingÂ PersonsÂ isÂ givenÂ solelyÂ byÂ suchÂ ReportingÂ Person,Â andÂ noÂ ReportingÂ PersonÂ hasÂ responsibilityÂ forÂ theÂ accuracyÂ orÂ completenessÂ ofÂ informationÂ suppliedÂ byÂ anotherÂ ReportingÂ Person.

ThisÂ amendedÂ FormÂ 3Â isÂ beingÂ filedÂ toÂ reportÂ theÂ definitiveÂ numberÂ ofÂ sharesÂ ofÂ theÂ Issuer'sÂ commonÂ stockÂ toÂ beÂ issuedÂ toÂ NalcoÂ LLCÂ pursuantÂ toÂ theÂ reportedÂ stockÂ dividend,Â whichÂ sharesÂ wereÂ reflectedÂ inÂ theÂ originalÂ reportÂ onÂ anÂ estimatedÂ basis,Â toÂ correspondinglyÂ updateÂ theÂ numberÂ ofÂ sharesÂ ofÂ theÂ Issuer'sÂ commonÂ stockÂ reportedÂ asÂ beneficiallyÂ ownedÂ byÂ theÂ ReportingÂ Persons,Â andÂ toÂ addÂ Messrs.Â PetersonÂ andÂ SchwarzmanÂ asÂ jointÂ filers.

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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