Nalco Holding CO Form 3 July 06, 2005

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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement Nalco Holding CO [NLC] Jung Frederic (Month/Day/Year) 07/01/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1601 WEST DIEHL ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner _X_ Form filed by One Reporting _X_ Officer Other Person NAPERVILLE, Â ILÂ 60563-1198 (give title below) (specify below) Form filed by More than One Controller Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

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

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Exchange Right (Right to Buy) $\stackrel{(1)}{\underline{(1)}}$ \hat{A} $\stackrel{(2)}{\underline{(2)}}$ \hat{A} $\stackrel{(3)}{\underline{(3)}}$ \hat{A} $\stackrel{(4)}{\underline{(4)}}$ \hat{A} $\stackrel{(4)}{\underline{(4)}}$ \hat{A} \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Jung Frederic
1601 WEST DIEHL ROAD Â Â Â Controller Â
NAPERVILLE, ILÂ 60563-1198

Signatures

/s/ Filomena Trombino as Attorney in Fact 07/06/2005

**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).

The Reporting Person holds 3,000,000 class A units of Nalco LLC (the direct parent company of Nalco Holding Company). The Reporting Person has the right to transfer his Nalco LLC his class A units in exchange for shares of Nalco Holding Company Common

- (1) stock owned by Nalco LLC. Class A units are unconditional, as described in the Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement on Form S-1 of Nalco Holding Company (the "Management Members Agreements") (File No. 333-118583).
- These rights are exercisable following the date that is the later of the date on which any applicable lock-up period pursuant to the initial public offering of Nalco Holding Company terminates and the date that is six months and one day after June 30, 2004 in the case of class A units. For more information about the units, see the Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement on Form S-1 of Nalco Holding Company (the "Management Members Agreements") (File No. 333-118583).
- Subject to the exercise of a call right, for so long as certain termination events (as discussed in the Management Members Agreements, which are filed as Exhibits 10.30 to 10.39 to the Registration Statement on Form S-1 of Nalco Holding Company (the "Management Members Agreements") (File No. 333-118583).) have not occurred with respect to the Reporting Person, there is no expiration of the right to buy shares with units.
 - Upon the exercise of a these rights, Nalco Holding Company is required to purchase the Reporting Person's units, at a price per unit equal to the fair market value as of the date the Reporting Person exercises the put right, and pay the Reporting Person for such units by
- (4) delivering a number of shares of Nalco Holding Company common stock determined by dividing (A) the aggregate purchase price of the units being sold by such Reporting Person by (B) the arithmetic mean of the high and low prices per share as reported on such date on the New York Stock Exchange as of the close of trading on the trading day immediately prior to the delivery thereof to the Reporting Person.

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.

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