#### Edgar Filing: Nalco Holding CO - Form 4

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Form 4	C											
	<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION							MMISSION	OMB APPROVAL OMB 3235-0287 Number:			
Check th if no lon subject t Section Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	Washington, D.C. 20549 STATEMENT OF CHANGES IN 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								January 31, 2005 d average burs per 0.5		
(Print or Type	Responses)											
NALCO LLC Sy			Symbol		d Ticker or Tra	ading		5. Relationship of Reporting Person(s) to ssuer				
(Last)	(First) (				CO [NLC] Fransaction			(Check all applicable)				
1601 WEST DIEHL ROAD(Month/I 08/22/2(Street)4. If Among				onth/Day/Year)				Director Officer (give title Other (specify below) below)				
				d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NAPERVI	LLE, IL 60563-11	198						Form filed by Mo				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative See	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securities A onor Disposed of (Instr. 3, 4 and Amount	f (D)	red (A) Price	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	08/22/2005			S	4,350,000	D	\$ 18.41 (1)	57,202,258	D			

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)

### Reporting Owners

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director 10% Owned		Officer Other				
NALCO LLC 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563-1198		Х					
Signatures							
/s/ Filomena Trombino as Attor in Fact	08/24/2005						
<u>**</u> 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) 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. 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.