

Rockwood Holdings, Inc.
Form 4
June 12, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER TODD A

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rockwood Holdings, Inc. [ROC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	06/08/2012		A	422	A	\$ 0 (1)	11,589	D

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER TODD A C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X			

Signatures

/s/ Richard J. Kreider, by power of attorney 06/12/2012

__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 a quarterly grant of unrestricted shares of the Company's common stock as part of the Company's non-management director compensation for the second quarter of 2012.

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. ck Holdings, Inc. Common Stock.(2)Deferred Stock Units are converted into DealerTrack Holdings, Inc. Common Stock and distributed upon the payment commencement date selected by 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.(1)This transaction was executed in multiple trades at share prices ranging from \$28.3107 to \$28.9900. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected. This transaction was executed pursuant to the terms of a trading plan under SEC Rule 10b5-1.(2)These options were granted on September 15, 2001 and vest 10% on each of the first and second anniversary of the grant date, 25% on each of the third and fourth anniversary of the grant date and 30% on the fifth anniversary of the grant date and expire on September 15, 2011.

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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. \$ 50.88 11,911,079 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 300 D \$ 50.8 11,910,779 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 600 D \$ 51.09 11,910,179 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 200 D \$ 52.01 11,909,979 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 100 D \$ 50.84 11,909,879 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 400 D \$ 50.69 11,909,479 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 100 D \$ 51.69 11,909,379 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 100 D \$ 50.66 11,909,279 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 100 D \$ 51.66 11,909,179 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 100 D \$ 50.56 11,909,079 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 200 D \$ 50.57 11,908,879 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 200 D \$ 50.65 11,908,679 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 100 D \$ 51.65 11,908,579 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 300 D \$ 50.68 11,908,279 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 200 D \$ 50.6 11,908,079 I Charitable Lead Annuity Trust (2) Common Stock, \$1.00 par value03/19/2007 S 200 D \$ 51.68 11,907,879 I Charitable Lead Annuity Trust (2)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS JOHN B HESS CORPORATION 1185 AVENUE OF THE AMERICAS	X	X	Chairman of the Board and CEO	

Explanation of Responses:

NEW YORK, NY 10036

Signatures

George C. Barry for John
B. Hess

03/20/2007

 **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) The sales of shares set forth herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated August 1, 2006, as amended February 5, 2007, that is intended to comply with Rule 10b5-1(c).
- (2) Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five trustees of the trust.

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