

Riordan Thomas
Form 4
May 18, 2011

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 *
Riordan Thomas

(Last) (First) (Middle)

C/O ROCKWOOD HOLDINGS, INC., 100 OVERLOOK CENTER

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

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)
S.V.P., Law & Administration

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01	05/16/2011		M		32,429	A	\$ 14.61
					115,433		
Common Stock, par value \$0.01	05/16/2011		M		27,380	A	\$ 14.61
					142,813		
Common Stock, par value \$0.01	05/16/2011		S		50,609	D	\$ 50.2137
					92,204		
							<u>(1)</u>

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Common Stock, par value \$0.01	05/16/2011	S	9,200	D	\$ 50.9379 <u>(2)</u>	83,004	D
Common Stock, par value \$0.01	05/18/2011	M	1,796	A	\$ 14.61	84,800	D
Common Stock, par value \$0.01	05/18/2011	S	1,796	D	\$ 50.0188 <u>(3)</u>	83,004	D

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

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(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (right to buy)	\$ 14.61	05/16/2011		M	32,429	<u>(4)</u>	10/15/2014	Common Stock, par value \$0.01 per share	32,429
Stock Options (right to buy)	\$ 14.61	05/16/2011		M	27,380	<u>(5)</u>	10/15/2014	Common Stock, par value \$0.01 per share	27,380
Stock Options (right to buy)	\$ 14.61	05/18/2011		M	1,796	<u>(4)</u>	10/15/2014	Common Stock, par value \$0.01 per share	27,380

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riordan Thomas C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540			S.V.P., Law & Administration	

Signatures

/s/ Thomas J.
Riordan

05/18/2011

**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 transaction was executed in multiple trades at share prices ranging from \$49.66 to \$50.64. 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) This transaction was executed in multiple trades at share prices ranging from \$50.67 to \$51.28. 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.
 - (3) This transaction was executed in multiple trades at share prices ranging from \$50.00 to \$50.025. 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.
 - (4) These performance-based options were granted on October 15, 2004 and vested 20% on December 31 of each year beginning with 2004 upon achievement of specified performance-based targets and expire on October 15, 2014.
 - (5) These time-based options were granted on October 15, 2004 and vested 20% on each of the first five anniversaries of the grant date and expire on October 15, 2014.

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.