Edgar Filing: Rockwood Holdings, Inc. - Form 4

Rockwood Holdings, Inc. Form 4 December 14, 2009

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box Expires: if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

subject to

Section 16.

Form 4 or

Form 5

1(b).

per share

		erson <u>*</u> 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
	Rockwo	Rockwood Holdings, Inc. [ROC]				(Check all applicable)					
ROBERTS &	ERG KRAVIS 2 CO. L.P., 9 WE	(Month/D 12/11/20	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2009			X Director Officer (giv below)	109	6 Owner er (specify			
5/TH STREE	ET, SUITE 4200										
			If Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
NEW YORK, NY 10019							Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securi onAcquired Disposed (Instr. 3, Amount	d (A) o d of (D 4 and (A) or)	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)		
Stock, par value \$0.01	12/11/2009		А	840	А	\$ 0 (1)	6,232	D			

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

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3235-0287

January 31,

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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. I 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	L.P. X						
Signatures							
/s/ Richard J. Kreider, by power of attorney	12/14/2009						
**Signature of Reporting Person	Date						
Evaluation of Decrements							

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 fourth quarter of 2009.

Remarks:

In connection with the structural reorganization of KKR & Co. L.P and its affiliates (together, as applicable, with certain of its

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