Riordan Thomas Form 4 May 18, 2011

## FORM 4

# **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Form 5

obligations

January 31, Expires: 2005

Estimated average burden hours per response...

0.5

#### 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(First)

(Print or Type Responses)

Riordan Thomas

PRINCETON, NJ 08540

(Last)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

Rockwood Holdings, Inc. [ROC]

(Check all applicable) 3. Date of Earliest Transaction

(Month/Day/Year) Director C/O ROCKWOOD HOLDINGS. 05/16/2011 below) INC., 100 OVERLOOK CENTER

10% Owner \_X\_\_ Officer (give title Other (specify S.V.P., Law & Administration

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

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y 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)	4. Securition Dispose (Instr. 3, 4	ed of		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, par value \$0.01	05/16/2011		M	32,429	A	\$ 14.61	115,433	D	
Common Stock, par value \$0.01	05/16/2011		M	27,380	A	\$ 14.61	142,813	D	
Common Stock, par value \$0.01	05/16/2011		S	50,609	D	\$ 50.2137	92,204	D	

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Common Stock, par value \$0.01	05/16/2011	S	9,200	D	\$ 50.9379 (2)	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 (3)	83,004	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.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 Date
Reporting Person

## **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).
- 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.
- 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.
- 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.

Reporting Owners 3