

Rockwood Holdings, Inc.
Form 4
December 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Ghasemi Seifi

(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)

12/10/2013

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)

Chairman & Chief Exec Officer

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/10/2013		M		206,000 (5)	A	\$ 14.61 911,790
Common Stock, par value \$0.01 per share	12/10/2013		S		206,000	D	\$ 72.3447 (1) 705,790
Common Stock, par	12/11/2013		M		30,200 (5)	A	\$ 14.61 735,990

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value \$0.01 per share							
Common Stock, par value	12/11/2013	M	100 ⁽⁵⁾	A	\$ 14.61	736,090	D
\$0.01 per share							
Common Stock, par value	12/11/2013	S	30,200	D	\$ 71.2479	705,890	D
\$0.01 per share					<u>(2)</u>		
Common Stock, par value	12/11/2013	S	100	D	\$ 71.79	705,790	D
\$0.01 per share							
Common Stock, par value	12/12/2013	M	71,729	A	\$ 14.61	777,519	D
\$0.01 per share			<u>(5)</u>				
Common Stock, par value	12/12/2013	S	71,729	D	\$ 70	705,790	D
\$0.01 per share							
Common Stock, par value	12/12/2013	M	198,508	A	\$ 14.61	904,298	D
\$0.01 per share			<u>(6)</u>				
Common Stock, par value	12/12/2013	S	198,508	D	\$ 70.0236	705,790	D
\$0.01 per share					<u>(3)</u>		
Common Stock, par value	12/12/2013	M	1,711 ⁽⁶⁾	A	\$ 70.09	707,501	D
\$0.01 per share							
Common Stock, par value	12/12/2013	S	1,711	D	\$ 14.61	705,790	D

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\$0.01 per share

Common Stock, par value

12/12/2013 M 117,136⁽⁷⁾ A \$ 31.73 822,926 D

\$0.01 per share

Common Stock, par value

12/12/2013 S 117,136 D \$ 70.1711⁽⁴⁾ 705,790 D

\$0.01 per share

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (right to buy)	\$ 14.61	12/10/2013		M	206,000	⁽⁵⁾ 09/24/2014	Common Stock, par value \$0.01 per share 206,000
Stock Options (right to buy)	\$ 14.61	12/11/2013		M	30,300	⁽⁵⁾ 09/24/2014	Common Stock, par value \$0.01 per share 30,300
Stock Options (right to buy)	\$ 14.61	12/12/2013		M	71,729	⁽⁵⁾ 09/24/2014	Common Stock, par value \$0.01 per share 71,729
	\$ 14.61	12/12/2013		M	198,508	⁽⁶⁾ 09/24/2014	198,508

Stock Options (right to buy)								Common Stock, par value \$0.01 per share	
Stock Options (right to buy)	\$ 14.61	12/12/2013	M	1,711	<u>(6)</u>	09/24/2014		Common Stock, par value \$0.01 per share	1,711
Stock Options (right to buy)	\$ 31.73	12/12/2013	M	117,136	<u>(7)</u>	05/16/2014		Common Stock, par value \$0.01 per share	117,136

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghasemi Seifi C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540	X		Chairman & Chief Exec Officer	

Signatures

/s/ Seifi
Ghasemi

12/12/2013

**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 \$72.13 to \$72.93. 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.

(2) This transaction was executed in multiple trades at share prices ranging from \$70.77 to \$71.75. 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.

(3) This transaction was executed in multiple trades at share prices ranging from \$70.00 to \$70.09. 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.

(4) This transaction was executed in multiple trades at share prices ranging from \$70.09 to \$70.522. 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.

(5) These performance-based stock options were granted to the holder on September 24, 2004 and vested and became exercisable by the holder in installments of 20% on each of the first five grant date anniversaries pursuant to achievement of certain specified

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performance-based targets. These performance-based stock options expire on September 24, 2014.

- (6) These time-based stock options were granted to the holder on September 24, 2004 and vested and became exercisable by the holder in installments of 20% on each of the first five grant date anniversaries. These time-based stock options expire on September 24, 2014.

These time-based stock options were granted to the holder on May 16, 2007 and vested and became exercisable by the holder in three

- (7) equal annual installments beginning on the December 31st of the year following the grant date. These time-based stock options expire on May 16, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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