Kelly Mark C Form 4 December 06											
									OMB A	PPROVAL	
FORM	UNITED	STATES		ITIES AN hington, 1			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16				SECURI	ITIES				Expires: Estimated a burden hou response	irs per	
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a) of the H	Public Uti		ing Com	pany	Act o	of 1935 or Sectio	n		
(Print or Type R	esponses)										
Kelly Mark Charles Symbol				Name and '	Ticker or T	Fradin	g	5. Relationship of Reporting Person(s) to Issuer			
				ood Holdings, Inc. [ROC]				(Check all applicable)			
				e of Earliest Transaction n/Day/Year) /2011				Director 10% Owner X Officer (give title Other (specify below) below) Vice President Corp. Finance			
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PRINCETO	N, NJ 08540							Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	n Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01	12/02/2011			Code V A(1)	Amount 2,185		Price \$ 0	(Instr. 3 and 4) 2,185	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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					
Kelly Mark Charles C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540				Vice President Corp. Finance					
Signatures									
/s/ Mark C. Kelly	12/06/2011								
<u>**</u> 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).
- Represents restricted market stock units granted to the reporting person on December 2, 2011, which may vest based upon the
- (1) performance of Rockwood Holdings, Inc. (the "Issuer") common stock during the period January 1, 2012 through December 31, 2014, and are payable in shares of common stock of the Issuer.

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.