Rockwood Holdings, Inc.

Form 4

February 28, 2014

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 1(b).

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Zatta Robert J Issuer Symbol Rockwood Holdings, Inc. [ROC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O ROCKWOOD HOLDINGS. 06/26/2012 below) INC., 100 OVERLOOK CENTER Senior VP & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PRINCETON, NJ 08540 Person

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly 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)	on(A) or Dis (D)	(A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	06/26/2012		A	109	A	\$ 0 (1)	131,090	D	
Common Stock, par value \$0.01 per share	08/17/2012		A	97	A	\$ 0 (1)	131,187	D	
Common Stock, par value \$0.01 per share	11/29/2012		A	105	A	\$ 0 (1)	131,292	D	

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Common Stock, par value \$0.01 per share	03/07/2013	A	130	A	\$ 0 (1)	131,422	D
Common Stock, par value \$0.01 per share	06/04/2013	A	127	A	\$ 0 (1)	131,549	D
Common Stock, par value \$0.01 per share	08/11/2013	A	146	A	\$ 0 (1)	131,695	D
Common Stock, par value \$0.01 per share	11/18/2013	A	138	A	\$ 0 (1)	131,833	D
Common Stock, par value \$0.01 per share	01/31/2014	A	9,590	A	\$ 0 (2)	141,423	D
Common Stock, par value \$0.01 per share	01/31/2014	A	3,629	A	\$ 0 (3)	145,052	D
Common Stock, par value \$0.01 per share	01/31/2014	F	10,474	A	\$ 0 (4)	134,578	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.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	-				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Senior

VP &

CFO

Zatta Robert J
C/O ROCKWOOD HOLDINGS, INC.
100 OVERLOOK CENTER
PRINCETON, NJ 08540

Signatures

/s/ Robert J. 02/28/2014 Zatta

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 dividend equivalent rights in connection with the Issuer's quarterly dividend and accrued to the reporting person on market stock units granted in December 2010, December 2011 and December 2012 at target level.
- Represents shares of common stock of the Issuer delivered upon vesting of restricted stock units granted in December 2010, the number of which was earned based upon the Issuer's relative shareholder return financial performance over fiscal years 2011-2013 and include 457 shares representing dividend equivalent rights on such units accrued to the reporting person in connection with the Issuer's quarterly dividends from the second quarter 2012 through the fourth quarter 2013.
- Represents additional shares of common stock of the Issuer that were earned on market stock units granted in December 2010 in addition to the 6,912 target shares reported on December 14, 2010. These additional shares were earned based upon the Issuer's financial performance over fiscal years 2011-2013 and include 173 shares representing dividend equivalent rights accrued to the reporting person on the additional shares in connection with the Issuer's quarterly dividends from the second quarter 2012 through the fourth quarter 2013.
- (4) Represents shares withheld by the Issuer to satisfy reporting person's tax withholding obligations in connection with the vesting and delivery of restricted stock units granted in December 2010 and the related dividend equivalents.

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