

Rockwood Holdings, Inc.
Form 4
February 28, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Riordan Thomas

(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)
06/26/2012

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)
Senior VP, Law & Administration

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 06/26/2012 | | A | | 109 A \$ 0 (1) | D | |
| Common Stock, par value \$0.01 per share | 08/17/2012 | | A | | 97 A \$ 0 (1) | D | |
| Common Stock, par value \$0.01 per share | 11/29/2012 | | A | | 105 A \$ 0 (1) | D | |

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| | | | | | | | |
|--|------------|---|-------|---|--------------------|---------|---|
| Common Stock, par value \$0.01 per share | 03/07/2013 | A | 130 | A | <u>\$ 0</u> (1) | 127,437 | D |
| Common Stock, par value \$0.01 per share | 06/04/2013 | A | 127 | A | <u>\$ 0</u> (1) | 127,564 | D |
| Common Stock, par value \$0.01 per share | 08/11/2013 | A | 146 | A | <u>\$ 0</u> (1) | 127,710 | D |
| Common Stock, par value \$0.01 per share | 11/18/2013 | A | 138 | A | <u>\$ 0</u> (1) | 127,848 | D |
| Common Stock, par value \$0.01 per share | 01/31/2014 | A | 9,590 | A | <u>\$ 0</u> (2) | 137,438 | D |
| Common Stock, par value \$0.01 per share | 01/31/2014 | A | 3,629 | A | <u>\$ 0</u> (3) | 141,067 | D |
| Common Stock, par value \$0.01 per share | 01/31/2014 | F | 9,271 | A | <u>\$ 0</u> (4) | 131,786 | 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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | |
|------|---|---------------------|--------------------|-------|--|
| | | | | | Amount or Number of Shares |
| | | Date Exercisable | Expiration Date | Title | |
| Code | V | (A) | (D) | | |

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 | | | Senior VP, Law & Administration | |

Signatures

/s/ Thomas
Riordan

02/28/2014

**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) 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.
- (2) 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.
- (3) 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.