

Zatta Robert J  
 Form 4  
 September 27, 2010

**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 \*  
 Zatta Robert J

2. Issuer Name and Ticker or Trading Symbol  
 Rockwood Holdings, Inc. [ROC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/24/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior Vice President & CFO

C/O ROCKWOOD HOLDINGS, INC., 100 OVERLOOK CENTER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PRINCETON, NJ 08540

(City) (State) (Zip)

**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  | (D)  | Price   |
| Common Stock, par value \$0.01  | 09/24/2010                           |  | M                              |   | 20,000  | A  | \$ 14.61  |
|                                 |                                      |  |                                |   | 79,566  |  |   |
| Common Stock, par value \$0.01  | 09/24/2010                           |  | M                              |   | 10,000  | A  | \$ 14.61  |
|                                 |                                      |  |                                |   | 89,566  |  |   |
| Common Stock, par value \$0.01  | 09/24/2010                           |  | S                              |   | 30,000  | D  | \$ 32.0253  |
|                                 |                                      |  |                                |   | 59,566  |  |   |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy)               | \$ 14.61   | 09/24/2010                           |  | M                              | 20,000  | <u>(2)</u> 09/15/2011                                    | Common Stock, par value \$0.01 per share                      | 20,000                        |
| Stock Options (right to buy)               | \$ 14.61   | 09/24/2010                           |  | M                              | 10,000  | <u>(3)</u> 09/15/2011                                    | Common Stock, par value \$0.01 per share                      | 10,000                        |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Zatta Robert J<br>C/O ROCKWOOD HOLDINGS, INC.<br>100 OVERLOOK CENTER<br>PRINCETON, NJ 08540 |               |           | Senior Vice President & CFO |       |

**Signatures**

/s/ Robert J. Zatta 09/27/2010

\*\*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 \$32.0000 to \$32.1500. 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.

(2) These performance-based options were granted on September 15, 2001 and vested 20% on December 31 of each year beginning with 2004 and expire on September 15, 2011.

(3) These time-based options were granted on September 15, 2001 and vested 10% on each of the first and second anniversary of the grant date, 25% on each of the third and fourth anniversary of the grant date and 30% on the fifth anniversary of the grant date and expire on September 15, 2011.

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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