

Ghasemi Seifi
Form 4
January 20, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

01/18/2012

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)

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	01/18/2012		M		2,738	A	\$ 14.61	709,115	D
Common Stock, par value \$0.01 per share	01/18/2012		M		5,042	A	\$ 31.73	714,157	D
Common Stock, par value \$0.01 per share	01/18/2012		M		3,087	A	\$ 32.39	717,244	D

Common
Stock, par
value \$0.01
per share

01/18/2012

M 18,155 A \$ 9.18 735,399 D

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	01/18/2012		M	2,738	<u>(1)</u> 09/24/2014	Common Stock, par value \$0.01 per share	2,738
Stock Options (right to buy)	\$ 31.73	01/18/2012		M	5,042	<u>(2)</u> 05/16/2014	Common Stock, par value \$0.01 per share	5,042
Stock Options (right to buy)	\$ 32.39	01/18/2012		M	3,087	<u>(3)</u> 12/14/2014	Common Stock, par value \$0.01 per share	3,087
Stock Options (right to buy)	\$ 9.18	01/18/2012		M	18,155	<u>(4)</u> 12/12/2015	Common Stock, par value \$0.01 per share	18,155

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

01/20/2012

**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) 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.
- (2) These time-based stock options were granted to the holder on May 16, 2007 and vested and became exercisable by the holder in three equal annual installments beginning on December 31, 2007.
- (3) These time-based stock options were granted to the holder on December 14, 2007 and vested and became exercisable by the holder in three equal annual installments beginning on December 31, 2008.
- (4) These time-based stock options were granted to the holder on December 12, 2008 and vested and became exercisable by the holder in three equal annual installments beginning on December 31, 2009.

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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