

Rockwood Holdings, Inc.
Form 4
June 19, 2008

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 *
KKR Millennium GP LLC

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)
06/17/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET - 41ST FLOOR

(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
X Form filed by More than One Reporting Person

NEW YORK, NY 10019

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 06/17/2008 | | S | 1,068,387 D | \$ 38.6 <u>(1)</u> 2,285,721 | I | See Footnote <u>(2) (7) (8) (9) (10)</u> |
| Common Stock, par value \$0.01 per share | 06/17/2008 | | S | 3,759,393 D | \$ 38.6 <u>(1)</u> 11,414,975 | I | See Footnote <u>(3) (7) (8) (9) (10)</u> |
| | 06/17/2008 | | S | 32,478 D | 98,615 | I | |

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|--|------------|---|-----------|---|--------------------------|-----------|---|--|
| Common Stock, par value \$0.01 per share | | | | | \$ 38.6 <u>(1)</u> | | | See Footnote <u>(4) (7) (8) (9)</u> <u>(10)</u> |
| Common Stock, par value \$0.01 per share | 06/17/2008 | S | 78,826 | D | \$ 38.6 <u>(1)</u> | 239,348 | I | See Footnote <u>(5) (7) (8) (9)</u> <u>(10)</u> |
| Common Stock, par value \$0.01 per share | 06/17/2008 | S | 2,636,797 | D | \$ 38.6 <u>(1)</u> | 8,006,339 | I | See Footnote <u>(6) (7) (8) (9)</u> <u>(10)</u> |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KKR Millennium GP LLC
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET - 41ST FLOOR
NEW YORK, NY 10019

X

| | |
|---|---|
| KKR Millennium Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| KKR 1996 GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| KKR ASSOCIATES 1996 L P C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| KKR 1996 FUND L P C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| MICHELSON MICHAEL W C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |
| KKR Associates Millennium L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET - 41ST FLOOR NEW YORK, NY 10019 | X |

Signatures

| | |
|---|--------------------|
| /s/ William J. Janetschek, by power of attorney for KKR Millennium GP LLC __Signature of Reporting Person | 06/19/2008 Date |
| /s/ William J. Janetschek, by power of attorney for Millennium Fund, L.P. __Signature of Reporting Person | 06/19/2008 Date |
| /s/ William J. Janetschek, by power of attorney for KKR 1996 GP LLC __Signature of Reporting Person | 06/19/2008 Date |
| /s/ William J. Janetschek, by power of attorney for KKR Associates 1996 LP __Signature of Reporting Person | 06/19/2008 Date |
| /s/ William J. Janetschek, by power of attorney for KKR 1996 Fund LP __Signature of Reporting Person | 06/19/2008 Date |

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|--|------------|
| /s/ William J. Janetschek, by power of attorney for Henry R. Kravis | 06/19/2008 |
| __Signature of Reporting Person | Date |
| /s/ William J. Janetschek, by power of attorney for George R. Roberts | 06/19/2008 |
| __Signature of Reporting Person | Date |
| /s/ William J. Janetschek, by power of attorney for Michael W. Michelson | 06/19/2008 |
| __Signature of Reporting Person | Date |
| /s/ William J. Janetschek, by power of attorney for KKR Associates Millennium L.P. | 06/19/2008 |
| __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 price to the public pursuant to an underwritten offering.
- These securities are held of record by KKR Millennium Fund L.P. As the sole general partner of KKR Millennium Fund L.P., KKR Associates Millennium L.P. may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P. As the sole general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P.
- (2) These securities are held of record by KKR 1996 Fund L.P. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P. may be deemed to be the beneficial owner of such securities held by KKR 1996 Fund L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of such securities held by KKR 1996 Fund L.P.
- (3) These securities are held of record by KKR Partners II, L.P. As the sole general partners of KKR Partners II, L.P., KKR Associates (Strata) L.P. and KKR Associates, L.P. may be deemed to be the beneficial owners of such securities held by KKR Partners II, L.P. As the sole general partner of KKR Associates (Strata) L.P., Strata L.L.C. also may be deemed to be the beneficial owner of such securities held by KKR Partners II, L.P.
- (4) These securities are held of record by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, L.P., KKR III GP LLC may be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F).
- (5) The securities are held of record by KKR European Fund, Limited Partnership. As the sole general partner of KKR European Fund, Limited Partnership, KKR Associates Europe, Limited Partnership may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership.
- (6) As members of KKR Millennium GP LLC, KKR 1996 GP LLC and KKR III GP LLC, Messrs. Henry Kravis, George R. Roberts, Paul E. Raether, Michael W. Michelson, James H. Greene, Perry Golkin, Johannes Huth, Alexander Navab and Todd A. Fisher may also be deemed to be beneficial owners of the securities held by KKR Millennium Fund L.P., KKR 1996 Fund L.P. and KKR Partners III L.P. (Series F), respectively; as members of Strata L.L.C. and general partners of KKR Associates, L.P., Messrs. Kravis, Roberts, Raether, Michelson, Greene and Golkin also may be deemed to be beneficial owners of the securities held by KKR Partners II, L.P.; (continued in footnote 8)
- (7) (continued from footnote 7); as members of KKR Millennium GP LLC and KKR III GP LLC, Messrs. Marc S. Lipschultz, Jacques Garaialde, Reinhard Gorenflos, Scott C. Nuttal and Michael M. Calbert may also be deemed to be beneficial owners of the securities held by KKR Millennium Fund L.P. and KKR Partners III, L.P., respectively, and as directors of KKR Europe Limited, Messrs. Kravis, Roberts, Raether, Michelson, Greene, Golkin, Huth, Navab, Fischer, Lipschultz and Garaialde also may be deemed to be beneficial owners of the securities held by KKR European Fund, Limited Partnership. Each Reporting Person other than the record holders disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by such Reporting Person, except to the extent of such Reporting Person's own pecuniary interest therein.
- (8) Due to the limitations of Form 4, certain of the persons described as beneficial owners or deemed beneficial owners of the securities reported on this Form 4 are filing as reporting persons on separate Form 4s.
- (9) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement.
- (10)

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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