

Rockwood Holdings, Inc.
Form 4
March 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
FISHER TODD A

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2009

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)

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 | 03/16/2009 | | A | | 3,289 | A | \$ 0 (1) |
| Common Stock, par value \$0.01 per share | | | | | 2,285,721 | I | See Footnote (2) (8) |
| Common Stock, par value \$0.01 per share | | | | | 11,414,975 | I | See Footnote (3) (8) |

per share

| | | | |
|--|--------|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 98,615 | I | See Footnote <u>(4)</u> <u>(8)</u> |
|--|--------|---|------------------------------------|

| | | | |
|--|---------|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 239,348 | I | See Footnote <u>(5)</u> <u>(8)</u> |
|--|---------|---|------------------------------------|

| | | | |
|--|-----------|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 8,006,339 | I | See Footnote <u>(6)</u> <u>(8)</u> |
|--|-----------|---|------------------------------------|

| | | | |
|--|--------|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 89,711 | I | See Footnote <u>(7)</u> <u>(8)</u> |
|--|--------|---|------------------------------------|

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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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | X | | |

FISHER TODD A
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Signatures

/s/ Richard J. Kreider, by power of
attorney

03/17/2009

__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 a quarterly grant of unrestricted shares of the Company's common stock as part of the Company's non-management director compensation for the first quarter of 2009.
- 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
- (2) 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. As a member of KKR Millennium Fund GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P.
- 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
- (3) 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. As a member of KKR 1996 GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR 1996 Fund L.P.
- 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
- (4) 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. As a member of Strata L.L.C. and a general partner of KKR Associates, L.P., the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Partners II, L.P.
- 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). As a member of KKR III
- (5) GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F).
- 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
- (6) 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. As a director of KKR Europe Limited, the Reporting Person also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership.
- The Securities are held of record by Aurora Investment II, LLC. As the trustee of a revocable trust that is a member of Aurora
- (7) Investments II, LLC, the Reporting Person may be deemed to be the beneficial owner of such securities held by Aurora Investments II, LLC.
- 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,
- (8) as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities reported as indirectly beneficially owned by him.

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.