

Zatta Robert J
 Form 4
 December 17, 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)
 C/O ROCKWOOD HOLDINGS, INC., 100 OVERLOOK CENTER

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP & CFO

(Street)
 PRINCETON, NJ 08540

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

(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 | 12/15/2010 | | M | | 10,000 | A | \$ 14.61 76,478 | D |
| Common Stock, par value \$0.01 | 12/15/2010 | | M | | 3,868 | A | \$ 14.61 80,346 | D |
| Common Stock, par value \$0.01 | 12/15/2010 | | M | | 6,132 | A | \$ 14.61 86,478 | D |

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| | | | | | | | |
|---|------------|---|--------|---|-----------------------------|--------|---|
| Common Stock, par value \$0.01 | 12/15/2010 | S | 20,000 | D | \$ 41.4006 <u>(1)</u> | 66,478 | 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.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 14.61 | 12/15/2010 | | M | 10,000 | <u>(2)</u> 10/15/2014 | Common Stock, par value \$0.01 per share | 10,000 |
| Stock Options (right to buy) | \$ 14.61 | 12/15/2010 | | M | 3,868 | <u>(3)</u> 09/15/2011 | Common Stock, par value \$0.01 per share | 3,868 |
| Stock Options (right to buy) | \$ 14.61 | 12/15/2010 | | M | 6,132 | <u>(4)</u> 09/15/2011 | Common Stock, par value \$0.01 per share | 6,132 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zatta Robert J C/O ROCKWOOD HOLDINGS, INC. | | | Senior VP & | |

100 OVERLOOK CENTER
PRINCETON, NJ 08540

CFO

Signatures

/s/ Robert J.
Zatta

12/17/2010

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 \$41.2628 to \$41.7000. 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 October 15, 2004 and vested 20% on each anniversary of the grant date and expire on October 15, 2014.

(3) These performance-based options were granted on September 15, 2001 and vested 20% on each anniversary of the grant date and expire on September 15, 2011.

(4) 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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