Maine Douglas L Form 4 December 05, 2011

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to **SECURITIES** Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Maine Douglas L			Symbol	Issuer	
			Rockwood Holdings, Inc. [ROC]		(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction		(Chech an appheasie)

2. Issuer Name and Ticker or Trading

(Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title C/O ROCKWOOD HOLDINGS. 12/02/2011 below) INC., 100 OVERLOOK CENTER

4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### PRINCETON, NJ 08540

per share

(City)	(State) (Z	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. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D	))	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	12/02/2011		A	459	A	\$ 0 (1)	43,790	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

#### Edgar Filing: Maine Douglas L - Form 4

Deriv Secur	1. Title of 2.  Derivative Conversion or Exercion (Instr. 3)  Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Securities Acquired (A) or	onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Maine Douglas L C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540

X

# **Signatures**

/s/ Michael W. Valente as Attorney-in-Fact

12/05/2011

\*\*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.

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.

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