

Rockwood Holdings, Inc.

Form 4

January 21, 2015

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 *
Zatta Robert J

(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)

01/12/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Executive Officer & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	01/12/2015		D		28,376	D	11	15,959	D	
Common Stock, par value \$0.01 per share	01/12/2015		A		3,910 (2)	A	\$ 0	19,869	D	
Common Stock, par value \$0.01 per share	01/12/2015		D		11,727 (3)	D	\$ 78.68 (3)	8,142	D	

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Common Stock, par value \$0.01 per share	01/12/2015	A	<u>1,261</u> (4)	A	\$ 0	9,403	D
Common Stock, par value \$0.01 per share	01/12/2015	D	<u>9,403</u> (5)	D	\$ 78.68	0	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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
Zatta Robert J C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540	Director 10% Owner Officer Other Chief Executive Officer & CFO

Signatures

/s/ Robert J.
Zatta 01/21/2015

**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) Disposed of pursuant to an Agreement and Plan of Merger dated as of July 15, 2014, by and among Albemarle Corporation, Albemarle Holdings Corporation and Rockwood Holdings, Inc., in exchange for \$1,437,303.67 and 13,628 shares of common stock of Albemarle Corporation having a market value of \$59.70 per share as of the close of trading on the effective date of the merger.

(2) Represents additional shares of common stock of the Issuer that were earned upon the closing of the merger on market stock units granted in December 2012 in addition to the number of target shares reported on December 14, 2012. These shares include 185 shares representing dividend equivalent rights accrued to the reporting person on the additional shares.

(3) These market stock units were converted, as of the effective time of the merger, into a cash amount equal to \$922,680.36 (less any required withholding taxes), which amount was calculated based on the per-share merger consideration and the issuer's share performance as of the effective time of the merger. The market stock units (as so earned) vested in full upon the reporting person's qualifying termination of employment as of the effective date of the merger, in accordance with the terms of the award.

(4) Represents additional shares of common stock of the Issuer that were earned upon the closing of the merger on market stock units granted in December 2013 in addition to the number of target shares reported on December 18, 2013. These shares include 28 shares representing dividend equivalent rights accrued to the reporting person on the additional shares.

(5) These market stock units were converted, as of the effective time of the merger, into a cash amount equal to \$739,828.04 (less any required withholding taxes), which amount was calculated based on the per-share merger consideration and the issuer's share performance as of the effective time of the merger. The market stock units (as so earned) vested in full upon the reporting person's qualifying termination of employment as of the effective date of the merger, in accordance with the terms of the award.

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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