

Zatta Robert J
Form 4
December 17, 2010

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)

12/15/2010

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)

Senior VP & 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	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
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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. 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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