

WELLS FARGO & CO/MN
Form SC 13G/A
January 30, 2007

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

Rockwood Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

774415103

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 774415103

Person 1

Item 1.

- (a) Name of Issuer
Rockwood Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
100 Overlook Center, Princeton NJ 08540

Item 2.

- (a) Name of Person Filing
Wells Fargo & Company
- (b) Address of Principal Business Office or, if none, Residence 420 Montgomery Street, San Francisco, CA 94104
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
774415103

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 7,952,235* (See Exhibit C)
- (b) Percent of class: 10.78* (See Exhibit C)%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 7,912,235* (See Exhibit C)
 - (ii) Shared power to vote or to direct the vote 0* (See Exhibit C)
 - (iii) Sole power to dispose or to direct the disposition of 638,130* (See Exhibit C)
 - (iv) Shared power to dispose or to direct the disposition of 0* (See Exhibit C)

Person 2

Item 1.

- (a) Name of Issuer
Rockwood Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
100 Overlook Center, Princeton NJ 08540

Item 2.

- (a) Name of Person Filing
Wells Fargo Bank, N.A.
- (b) Address of Principal Business Office or, if none, Residence 525 Market Street, San Francisco, CA 94105
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
774415103

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b) ☒ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 7,402,595* (See Exhibit C)
- (b) Percent of class: 10.03* (See Exhibit C)%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 7,402,595* (See Exhibit C)
 - (ii) Shared power to vote or to direct the vote 0* (See Exhibit C)
 - (iii) Sole power to dispose or to direct the disposition of 88,490* (See Exhibit C)
 - (iv) Shared power to dispose or to direct the disposition of 0* (See Exhibit C)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Under the Agreement described in Exhibit C, the Holders (as defined in Exhibit C) may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the

securities covered by this report. DLJ Merchant Banking Partners III, L.P. held Trust Certificates for Trust Shares that represented more than 5% of the shares of Common Stock outstanding at October 31, 2006.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 26, 2007

Date

/s/ Mark B. Kraske

Signature

Mark B. Kraske, VP Trust Operations Management
Support Services

Name/Title

Exhibit A

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

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SIGNATURE