

Rockwood Holdings, Inc.
Form 4
July 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
Ghasemi Seifi

(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)
07/16/2008

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)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/16/2008		M		6,845	A	\$ 14.61
Common Stock, par value \$0.01 per share	07/16/2008		M		6,845	A	\$ 14.61
Common Stock, par value \$0.01 per share	07/16/2008		M		4,107	A	\$ 14.61

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Common
 Stock, par
 value \$0.01 07/16/2008 M 1,890 A \$ 31.73 113,089 D
 per share

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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 14.61	07/16/2008		M	6,845	<u>(1)</u> 11/01/2011	Common Stock, par value \$0.01 per share	6,845
Stock Options (Right to buy)	\$ 14.61	07/16/2008		M	6,845	<u>(2)</u> 09/24/2014	Common Stock, par value \$0.01 per share	6,845
Stock Options (Right to buy)	\$ 14.61	07/16/2008		M	4,107	<u>(3)</u> 09/24/2014	Common Stock, par value \$0.01 per share	4,107
Stock Options (Right to buy)	\$ 31.73	07/16/2008		M	1,890	<u>(4)</u> 05/16/2014	Common Stock, par value \$0.01 per share	1,890

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghasemi Seifi C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540	X		Chairman & CEO	

Signatures

/s/ Seifi
Ghasemi

07/18/2008

**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) These options were granted on November 1, 2001 and vested 10% on each of the first and second anniversary of grant, 25% on each of the third and fourth anniversary of grant, and 30% on the fifth anniversary of grant.
- (2) These options were granted on September 24, 2004 and vest in five equal annual installments beginning on September 24, 2005.
- (3) These options were granted on September 24, 2004 and vest on September 24, 2012, but may vest earlier upon the satisfaction of certain performance targets.
- (4) These options were granted on May 16, 2007 and vest in three equal annual installments beginning on December 31, 2007.

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.