

Rockwood Holdings, Inc.
Form 4
January 23, 2015

FORM 4

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

OMB APPROVAL

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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

(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)

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
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/12/2015		D	725,005	D <u>(1)</u> 20,163	D	
Common Stock, par value \$0.01 per share	01/12/2015		A	7,530 <u>(2)</u>	A \$ 0 27,693	D	
Common Stock, par	01/12/2015		D	22,587 <u>(3)</u>	D \$ 5,106 78.68	D	

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value									<u>(3)</u>
\$0.01 per share									
Common Stock, par value	01/12/2015		A	792 <u>(4)</u>	A	\$ 0	5,898		D
\$0.01 per share									
Common Stock, par value	01/12/2015		D	5,898 <u>(5)</u>	D	\$	78.68 0		D
\$0.01 per share						<u>(5)</u>			

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

Signatures

/s/ Seifi
Ghasemi

01/23/2015

__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 \$36,721,557.07 and 348,219 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 on market stock units granted in December 2012 in addition to the number of target shares reported on December 14, 2012 (as reduced by a pro rata amount in connection with the reporting person's retirement, effective June 30, 2014). These shares include 356 shares representing dividend equivalent rights accrued to the reporting person on the additional shares.

(3) These market stock units vested in a pro-rated portion based on the portion of the performance period for which the reporting person was employed by the Issuer and were converted, as of the effective time of the merger, into a cash amount equal to \$1,777,145.16 (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.

(4) Represents additional shares of common stock of the Issuer that were earned on market stock units granted in December 2013 in addition to the number of target shares reported on December 18, 2013 (as reduced by a pro rata amount in connection with the reporting person's retirement, effective June 30, 2014). These shares include 18 shares representing dividend equivalent rights accrued to the reporting person on the additional shares.

(5) These market stock units vested in a pro-rated portion based on the portion of the performance period for which the reporting person was employed by the Issuer and were converted, as of the effective time of the merger, into a cash amount equal to \$464,054.64 (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.

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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