Rockwood Holdings, Inc.

Form 4 June 19, 2008

## FORM 4

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

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gorenflos Reinhard

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

Rockwood Holdings, Inc. [ROC]

3. Date of Earliest Transaction

(Check all applicable)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, - 41ST FLOOR

(Month/Day/Year)

06/17/2008

Director X\_\_ 10% Owner \_ Other (specify Officer (give title below)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities or Disposed of (Instr. 3, 4 an	of (D) ad 5)	red (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock, par value \$0.01 per share	06/17/2008		S	1,068,387	D	\$ 38.6 (1)	2,285,721	I	See Footnote (2) (6)
Common Stock, par value \$0.01 per share	06/17/2008		S	78,826	D	\$ 38.6 (1)	239,348	I	See Footnote (3) (6)
	06/17/2008		S	2,636,797	D		8,006,339	I	

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Common	\$		See
Stock, par	38.6		Footnote
value	<u>(1)</u>		<u>(4)</u> <u>(6)</u>
\$0.01 per			
share			
Common			
Stock, par			See
value	89,711	I	Footnote
\$0.01 per			(5) (6)
share			

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)	4. Transactic Code (Instr. 8)	5. 6. Date ExectionNumber Expiration In (Month/Days)  B) Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Gorenflos Reinhard C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, - 41ST FLOOR NEW YORK, NY 10019		X				

## **Signatures**

/s/ William J. Janetschek, by power of	06/19/2008		
attorney	00/17/2000		
**Signature of Reporting Person	Date		

Reporting Owners 2

### **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) Represents price to the public pursuant to an underwritten offering.
  - These securities are held of record by KKR Millennium Fund L.P. As the sole general partner of KKR Millennium Fund L.P., KKR Associates Millennium L.P. may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P. As the sole
- (2) general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P. As a member of KKR Millennium Fund GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P.
- These securities are held of record by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, L.P., KKR III

  GP LLC may be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F). As a member of KKR III

  GP LLC, the Reporting Person may also be deemed to be the beneficial owner of such securities held by KKR Partners III, L.P. (Series F).
  - The securities are held of record by KKR European Fund, Limited Partnership. As the sole general partner of KKR European Fund, Limited Partnership, KKR Associates Europe, Limited Partnership may be deemed to be the beneficial owner of such securities held by
- (4) KKR European Fund, Limited Partnership. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership. As a director of KKR Europe Limited, the Reporting Person also may be deemed to be the beneficial owner of such securities held by KKR European Fund, Limited Partnership.
- (5) The securities are held of record by Aurora Investments II, LLC. As a member of Aurora Investments II, LLC the Reporting Person may be deemed to be the beneficial owner of such securities held by Aurora Investments II, LLC.
- The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement. The Reporting Person disclaims beneficial ownership of the securities that may be deemed to be beneficially owned by him, except to the extent of his own pecuniary interest therein.

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.