Edgar Filing: Masters J Kent - Form 4

| Masters J Ker | nt | | | | | | | | | | |
|--|--|--|---|---|-------------|------------|--|---|--|---|--|
| Form 4 | • • • • • | | | | | | | | | | |
| December 13 | , 2010 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-028 | | |
| Check this | s box | | vv asi | inigion, | D.C. 203 | 549 | | | | January 31, | |
| subject to Section 16 | if no longer subject to Section 16. Form 4 or | | | | | NERSHIP OF | Expires: 200 Estimated average burden hours per response 0. | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 R | esponses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | Ro | ockwoo | od Holdin | ngs, Inc. | [ROO | 2] | (Chec | ck all applicable | e) | |
| (Last) | (First) (M | | 3. Date of Earliest Transaction | | | | | | | | |
| | VOOD HOLDIN VERLOOK CEN | GS, 12 | lonth/Da 2/10/20 | | | | | X Director Officer (give below) | | 6 Owner er (specify | |
| | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | ed(Month | Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (A | Zip) | Table | I - Non-De | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution D any (Month/Day | ate, if | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | |)) | Securities Beneficially Owned | 6. Ownership Form: Direct D) or Indirect (I) Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| 0 | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock, par value \$0.01 per share | 12/10/2010 | | | А | 483 | A | \$ 0 (1) | 12,022 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Titl Amou Under Secur (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|--|--|---|--|
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | nips | | | | |
|---|----------|------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Masters J Kent C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540 | х | | | | | | |
| Signatures | | | | | | | |
| /s/ Michael W. Valente as Attorney-in-Fact | 11 | 2/13/2010 | | | | | |
| **Signature of Reporting Person | | Date | | | | | |
| Evaluation of Responses: | | | | | | | |

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 a quarterly grant of unrestricted shares of the Company's common stock as part of the Company's non-management director compensation.

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.