Rockwood Holdings, Inc.

Form 4 June 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287

Expires: January 31, 2005

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

Name and Address of Reporting Person *

Wolff Alejan	•		Symbol	Issuer			
			Rockwood Holdings, Inc. [ROC]	(Check all applicable)			
(Last) (First) (Middl			3. Date of Earliest Transaction				
C/O ROCKWOOD HOLDINGS, INC., 100 OVERLOOK CENTER			(Month/Day/Year) 06/13/2014	_X_ Director 10% Owner Officer (give title below) Other (specify below)			

2. Issuer Name and Ticker or Trading

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

(Zin)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
__ Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

PRINCETON, NJ 08540

(State)

(City)

(City)	(State) (2	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Nature of Indirect
(Instr. 3)		any	Code						Beneficial Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Indirect (I)			
						Following	(Instr. 4)	(Instr. 4)	
			$C \rightarrow V$	A	(A) or	D.,	Reported Transaction(s) (Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common Stock, par value \$0.01 per share	06/13/2014		A	266	A	\$ 0 (1)	1,116	D	

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)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wolff Alejandro Daniel C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540

X

Signatures

/s/ Michael W. Valente as Attorney-in-Fact

06/18/2014

**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) 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.

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