

Sullivan James T
Form 3
August 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sullivan James T | | (Month/Day/Year) | Rockwood Holdings, Inc. [ROC] | |
| (Last) | (First) | (Middle) | 08/12/2005 | |
| C/O ROCKWOOD HOLDINGS, INC., Â 100 OVERLOOK CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | Controller & Princ. Acct. Off. | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| PRINCETON, Â NJ Â 08540 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 8,556 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (right to buy) | Â (1) | 01/01/2012 | Common Stock | 6,845 | \$ 14.61 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 10/15/2014 | Common Stock | 10,268 | \$ 14.61 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 01/01/2012 | Common Stock | 6,845 | \$ 14.61 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 10/15/2014 | Common Stock | 13,690 | \$ 14.61 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan James T C/O ROCKWOOD HOLDINGS. INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540 | Â | Â | Â Controller & Princ. Acct. Off. | Â |

Signatures

/s/ James T. Sullivan
08/12/2005

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 January 1, 2002 and vest 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 October 15, 2004 and vest in five equal annual installments beginning October 15, 2005.
- (3) These options vest on January 1, 2010, but may vest earlier upon the satisfaction of certain performance targets.
- (4) These options vest on October 15, 2012, but may vest earlier upon the satisfaction of certain performance targets.

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.