

Ghasemi Seifi
 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 Ghasemi Seifi		(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 checked="" 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 type="checkbox"/> Form filed by One Reporting Person	
	Chairman and CEO		<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	205,534 ⁽¹⁾	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 (2)	11/01/2011	Common Stock	410,706	\$ 14.61	D	Â
Employee Stock Options (right to buy)	Â (3)	09/24/2014	Common Stock	213,909	\$ 14.61	D	Â
Employee Stock Options (right to buy)	Â (4)	09/24/2014	Common Stock	308,030	\$ 14.61	D	Â

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	Â X	Â	Â Chairman and CEO	Â

Signatures

/s/ Seifi Ghasemi 08/12/2005
 **Signature of Date
 Reporting Person

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) Includes 68,452 restricted stock units which vested in equal quarterly installments over a three-year-period. The restricted stock units are payable in shares of the Issuer's common stock issuable upon the later to occur of (i) the date the shares of common stock underlying the restricted stock units can be sold in the public market without restriction on transfer, which, given the Issuer's initial public offering, is expected to be November 1, 2006 and (ii) the termination of the Reporting Person's employment.
 - (2) These options were granted on November 1, 2001 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.
 - (3) These options were granted on September 24, 2004 and vest in five equal annual installments beginning September 24, 2005.
 - (4) These options vest on September 24, 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.