Masters J Kent Form 4 June 12, 2012

FORM 4

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

Washington, D.C. 20549
'HANGES IN RENEFICIAL OWNERSHI

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

Section 16.

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)

Name and Address of Reporting Person *

Masters J Kent			Symbol	Issuer			
			Rockwood Holdings, Inc. [ROC]	(Check all ap	plicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	` .	•		
			(Month/Day/Year)	_X_ Director	10% Owner		
C/O ROCKWOOD HOLDINGS,			06/08/2012	Officer (give title			
INC., 100 OV	VERLOOK	CENTER		below) be	low)		

2. Issuer Name and Ticker or Trading

OVERLOOK CENTER
(Street)

(Zin)

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

5. Relationship of Reporting Person(s) to

PRINCETON, NJ 08540

(State)

(City)

	(City)	(State) (2	Table	able I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of		2. Transaction Date		3.	4. Securities			5. Amount of	6. Ownership	7. Nature of		
	Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	onAcquired (A) or Disposed of (D)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial			
			(Month/Day/Year)		(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A) or		Reported Transaction(s)	(211341-1)	(1110111 1)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
	Common Stock, par value \$0.01 per share	06/08/2012		A	422	A	\$ 0 (1)	14,589	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.

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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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Masters J Kent C/O ROCKWOOD HOLDINGS, INC. 100 OVERLOOK CENTER PRINCETON, NJ 08540

X

Signatures

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

06/12/2012

**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. #160;33707-3975 X

Signatures

H. D. McFadden, via P.O.A. for Burton M.

Joyce 06/13/2012

**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)

Reporting Owners 2

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Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.

Reports the number of restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term Incentive Plan in the form of dividend equivalent payments on restricted stock units held under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in common stock upon the reporting person's termination of service or death.

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