Oberbeck Christian L Form 4 February 06, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zin)

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Oberbeck Christian L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Koppers Holdings Inc. [KOP]

(Check all applicable)

KOPPERS HOLDINGS INC., 436

(Street)

(State)

(First)

SEVENTH AVENUE

(Month/Day/Year) 02/06/2006

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PITTSBURGH, PA 15219

(City)	(State)	Tabl	e I - Non-E	Derivative Sec	urities .	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Approximately Disposed of (Instr. 3, 4 and Amount	of (D) d 5)  (A) or	d (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	02/06/2006		S	1,222,650			5,141,061	I (1) (2) (3)	I (1) (2) (3)
Common stock, par value \$0.01 per share	02/06/2006		S	183,750	D	\$ 14	773,028	I (1) (2) (3)	I (1) (2) (3)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	ber Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Oberbeck Christian L KOPPERS HOLDINGS INC. 436 SEVENTH AVENUE PITTSBURGH, PA 15219

X

## **Signatures**

/s/ Steven R. 02/06/2006 Lacy

\*\*Signature of Date Reporting Person

# **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).

Saratoga Partners III, L.P. owns 5,141,061 shares of Koppers Holdings Inc.?s common stock (the ?Common Stock?) reported as beneficially owned in the above table. Saratoga Partners III, CV (together with Saratoga Partners III, L.P., the ?Saratoga Funds?) owns

- 773,028 shares of Common Stock reported as beneficially owned in the above table. Saratoga Management Company LLC is the Investment Manager of each of the Saratoga Funds and has investment and voting control over the shares of Common Stock held by each of the Saratoga Funds. Mr. Oberbeck is a Managing Director of Saratoga Management Company LLC and may be deemed to share beneficial ownership of the Common Stock controlled by Saratoga Management Company LLC.
- Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Oberbeck herein disclaims beneficial ownership of (2) any of the shares of Common Stock covered by this Statement, except to the extent of his pecuniary interest in such shares of Common Stock.

Reporting Owners 2

#### Edgar Filing: Oberbeck Christian L - Form 4

(3) Information with respect to Saratoga Partners III, L.P. may be found in a corresponding Form 4 filed on the date hereof.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.