

Koppers Holdings Inc.
Form 4
May 11, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Oberbeck Christian L

(Last) (First) (Middle)

KOPPERS HOLDINGS INC., 436 SEVENTH AVENUE

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Koppers Holdings Inc. [KOP]

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 05/09/2007 | | J | | 1,200,795 | D | (1) (2) |
| Common stock, par value \$0.01 per share | 05/09/2007 | | J | | 56,662 | D | (1) (2) |
| Common stock, par | 05/09/2007 | | G | | 787 | D | (1) (2) |

value
\$0.01 per
share

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Oberbeck Christian L KOPPERS HOLDINGS INC. 436 SEVENTH AVENUE PITTSBURGH, PA 15219 | | X | | |

Signatures

/s/ Christian L. Oberbeck 05/11/2007

**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) As of May 8, 2007 Saratoga Partners III, L.P. owed 2,087,661 shares of Koppers Holdings Inc.'s common stock (the "Common Stock") and Saratoga Partners III, CV (together with Saratoga Partners III, L.P., the "Saratoga Funds") owns 313,928 shares of Common Stock.

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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.

- [footnote 1 continued] On May 9, 2007, Saratoga Partners III, L.P. distributed 1,043,831 shares of Common Stock, on a pro rata basis, to its general partner and limited partners and Saratoga Partners III, CV distributed 156,964 shares of Common Stock, on a pro rata basis, to its general partner and limited partners, resulting in the disposition of 1,200,795 shares of Common Stock reported as beneficially owned
- (2) by Mr. Oberbeck in the table above. Mr. Oberbeck then directly received 8,005 shares in a distribution from the general partner of Saratoga Partners III, L.P. and 48,567 shares in a distribution from the general partner of Saratoga Partners III, CV, bringing his total direct ownership of Common Stock to 64,312 shares. Mr. Oberbeck then donated 118 shares of Common Stock to the Greenwich Country Day School and 669 shares to the Brunswick School, decreasing the amount of shares of Common Stock he directly owns to 63,525.
 - (3) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Oberbeck herein disclaims beneficial ownership of any of the shares of Common Stock he indirectly owns, except to the extent of his pecuniary interest in such shares of Common Stock.

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.