

Koppers Holdings Inc.
Form 4
December 21, 2006

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)
11/27/2006

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 | 11/27/2006 | | S | | 1,521,259 | D | \$ 21.8 | 3,624,452 | I (1) (2) (3) | I (1) (2) (3) |
| Common Stock par value \$0.01 per share | 11/27/2006 | | S | | 228,741 | D | \$ 21.8 | 548,937 | I (1) (2) (3) | I (1) (2) (3) |
| Common Stock par | 11/29/2006 | | S | | 228,191 | D | \$ 21.8 | 3,396,261 | I (1) (2) (3) | I (1) (2) (3) |

value
\$0.01 per
share

Common
Stock par
value
\$0.01 per
share

11/29/2006

S

34,309

D

\$
21.8

514,628

I (1) (2) (3)

I (1) (2) (3)

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ Steven R. Lacy,
Attorney-in-Fact

12/21/2006

__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).

Saratoga Partners III, L.P. owns 3,391,611 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 509,978 shares of Common Stock reported as beneficially owned in the above table. Saratoga Management Company LLC is the

- (1) 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. Mr. Oberbeck directly owns 4,650 shares of Common Stock.
- (2) 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.
- (3) Information with respect to Saratoga Partners III, L.P. may be found in corresponding Form 4's filed on November 29, 2006 and December 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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