SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*       2. Date of E Requiring S (Month/Day)         Hillenbrand David M       01/31/200		ent 🔤	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Koppers Holdings Inc.</u> [ KOP ]						
(Last) (First) (Middle) KOPPERS HOLDINGS INC.				tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
436 SEVENTH AVENUE (Street)				Officer (give title below)	Other (spe below)	cify		cable Line) Form filed b	/Group Filing (Check y One Reporting Person
PITTSBURGH PA 15219								Form filed by Reporting P	y More than One erson
(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				79,598	D				
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)       2. Date Exercis         Expiration Date (Month/Day/Yea)		te	3. Title and Amount of Secur Underlying Derivative Securi		ity (Instr. 4) Conv or Ex		ersion ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

<u>/s/ Steven R. Lacy, Attorney-</u> in-Fact

<u>01/31/2006</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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).

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

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 Number.

## KOPPERS HOLDINGS INC.

## Limited Power of Attorney

SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steven R. Lacy and Michael W. Snyder, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Koppers Holdings Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of December, 2005.

David M. Hillenbrand

Print Name of Reporting Person or Entity

/s/ David M. Hillenbrand

Signature