TRONOX INC Form 4 April 03, 2006

# FORM 4

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

**OMB APPROVAL** 

Number:

3235-0287

January 31, Expires:

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Meadors Mark S

(Last)

(First) (Middle)

PO BOX 268859

(Street)

2. Issuer Name and Ticker or Trading

Symbol

TRONOX INC [TRX]

3. Date of Earliest Transaction (Month/Day/Year) 03/30/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Α

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

OKLAHOMA CITY, OK 73126

(State)

03/30/2006

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

Code (Instr. 8)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s)

15.780

(Instr. 3 and 4)

Code V (D)

11,180

(2)

Amount Price

(A)

\$0

D

Common Stock -

Class A (1)

(City)

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)

### Edgar Filing: TRONOX INC - Form 4

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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 8.68	03/30/2006		A	3,440	(3)	01/13/2014	Common Stock - Class A	3,440
Option (Right to Buy)	\$ 9.9305	03/30/2006		A	10,446	<u>(4)</u>	01/11/2015	Common Stock - Class A	10,446

# **Reporting Owners**

Reporting Owner Name / Address		Re	elationships	
	ъ.	100/ 0	0.66	,

Director 10% Owner Officer Other

Meadors Mark S PO BOX 268859

Vice President

OKLAHOMA CITY, OK 73126

# **Signatures**

By: Michael J. Foster, Per Attached Power of Attorney

04/03/2006

\*\*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).
- All restricted stock and stock option awards reported in this Form 4 were granted in replacement of Kerr-McGee LTIP awards that were (1) forfeited by the Company?s employees and executive officers upon the distribution by Kerr-McGee Corporation of its remaining interest in Tronox Incorporated.
- (2) Restrictions on 5,191 shares will lapse on January 13, 2007 and restrictions on 5,989 shares will lapse on January 11, 2008.
- (3) These options vest one-third each year beginning on January 13, 2005.
- (4) These options vest one-third each year beginning on January 11, 2006.

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.

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