TRONOX INC Form 4 April 03, 2006

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

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

January 31, Expires: 2005

SECURITIES

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Form 5 obligations may continue. See Instruction

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 * Green Kelly A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			TRONOX INC [TRX]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	
PO BOX 268859			(Month/Day/Year) 03/30/2006	Director 10% Owner Officer (give title Other (specification) below)
				Vice President
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person

OKLAHOMA CITY, OK 73126

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	ecuriti	es Acq	quired, Disposed o	of, or Beneficial	lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(IIISU. 4)	(msu. 4)
Common Stock - Class A (1)	03/30/2006		A	13,460 (2)	A	\$0	24,760	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

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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	4,773	(3)	01/13/2014	Common Stock - Class A	4,773
Option (Right to Buy)	\$ 9.9305	03/30/2006		A	11,773	<u>(4)</u>	01/11/2015	Common Stock - Class A	11,773

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Green Kelly A 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 7,004 shares will lapse on January 13, 2007 and restrictions on 6,456 shares will lapse on January 11, 2008.
- (3) These options vest one-third each year beginning on January 13, 2007.
- (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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