TRONOX INC Form 4 April 03, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

HANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section on 30(h) of the Investment Company Act of 1940

See Instruction 30(n) of the Investment Cor

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mikkelson Mary A			2. Issuer Name and Ticker or Trading Symbol TRONOX INC [TRX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
PO BOX 268859			(Month/Day/Year) 03/30/2006	Director 10% Owner Officer (give title Other (specify below) Senior VP and CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
OKLAHOMA CITY, OK 73126			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecuritie	es Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed o	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock - Class A (1)	03/30/2006		A	10,922 (2)	A	\$0	29,423	D	

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

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 control number.

SEC 1474

(9-02)

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	TransactionDerivative Code Securities		Derivative Expiration Day/ Securities (Month/Day/ Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of 8 Underlying Securities C (Instr. 3 and 4) S (I	
				Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 9.9305	03/30/2006		A	21,269		<u>(3)</u>	01/11/2015	Common Stock - Class A	21,269

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mikkelson Mary A PO BOX 268859

Senior VP and CFO

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 10,922 shares will lapse on January 11, 2008.
- (3) 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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