TRONOX INC Form 4/A February 05, 2007

FORM 4

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

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

2. Issuer Name and Ticker or Trading

TRONOX INC [TRX]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

01/11/2007

01/11/2007

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Rowland Marty J

(Middle) (Last) (First)

PO BOX 268859

OKLAHOMA CITY, OK 73126

(City) (State)

(Street)

(Zip)

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

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or

Symbol

Code (Instr. 8)

(Instr. 3, 4 and 5)

4. Securities

Disposed of (D)

Beneficially Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

Officer (give title

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.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

1

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

below) COO

0.5

10% Owner

Other (specify

7. Nature of

Ownership

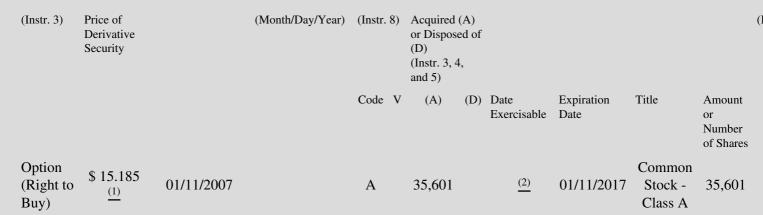
(Instr. 4)

SEC 1474

(9-02)

Indirect

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rowland Marty J				
PO BOX 268859			COO	
OKLAHOMA CITY, OK 73126				

Signatures

By: Michael J. Foster, Per Attached Power of Attorney 02/05/2007

**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).
 - This Amendment corrects an error in the exercise price reported for the nonqualified stock options awarded to officers on Jan. 11, 2007.
- (1) The exercise price reported for the options awarded on Jan. 11, 2007, should have been \$15.185, which is 100% of the fair market value of a share of common stock on the date of the grant, as defined in our Long Term Incentive Plan. The original Form 4 filed on the grant date incorrectly listed the exercise price as \$15.08 per share.
- (2) These options will vest one-third each year on January 11 beginning in 2008.

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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