

Klvac David J  
 Form 4/A  
 February 08, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Klvac David J

(Last) (First) (Middle)  
 PO BOX 268859  
 (Street)

OKLAHOMA CITY, OK 73126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 TRONOX INC [TRX]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/14/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 Vice President and Controller

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**

| 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                       |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock - Class A <sup>(1)</sup> |                                      |  |                                |   | 300   | D  |                                   |
| Common A - By Child                   |                                      |  |                                |   | 1,400   | D  |                                   |
| Common A - By Spouse                  |                                      |  |                                |   | 300   | D  |                                   |

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

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SEC 1474 (9-02)

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

| 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 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Option (Right to Buy) <sup>(2)</sup>       | \$ 7.48  |                                      |  |                                |   | Date Exercisable: 01/10/2009<br>Expiration Date: 01/10/2018 | Common Stock - Class A  | Amount or Number of Shares: 0                               |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Klvac David J<br>PO BOX 268859<br>OKLAHOMA CITY, OK 73126 |               |           | Vice President and Controller |       |

## Signatures

By: Michael J. Foster, Per Attached Power of Attorney 02/08/2008

\_\_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).

(1) On January 10, 2008, Reporting Party was granted 2910 shares of restricted stock and 3064 stock options. Reporting Party declined to accept the grant of restricted stock and options.

(2) On January 10, 2008, Reporting Party was granted 2910 shares of restricted stock and 3064 stock options. Reporting Party declined to accept the grant of restricted stock and options.

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

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