

DEMARTINO JOSEPH

Form 4

February 01, 2005

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
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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMARTINO JOSEPH

(Last) (First) (Middle)

C/O KRONOS
INCORPORATED, 297
BILLERICA ROAD

(Street)

CHELMSFORD, MA 01824

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KRONOS INC [KRON]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Vice President, WW Cust Svc

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/31/2005		M		5,625	A	\$ 14.33	6,946 ⁽¹⁾	D
Common Stock	01/31/2005		S		5,625	D	\$ 53.5431	1,321	D
Common Stock	01/31/2005		M		8,427	A	\$ 17.77	9,748	D
Common Stock	01/31/2005		S		8,427	D	\$ 53.5431	1,321	D
Common Stock	01/31/2005		M		11,250	A	\$ 16.57	12,571	D

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Common Stock 01/31/2005 S 10,250 D \$ 53.5431 2,321 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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Buy	\$ 14.33	01/31/2005		M	5,625	10/26/2001 04/26/2005	Common Stock 5,625
Option to Buy	\$ 17.77	01/31/2005		M	8,427	10/02/2002 04/02/2006	Common Stock 8,427
Option to Buy	\$ 16.57	01/31/2005		M	11,250	10/07/2003 04/07/2007	Common Stock 11,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEMARTINO JOSEPH
C/O KRONOS INCORPORATED
297 BILLERICA ROAD
CHELMSFORD, MA 01824

Vice President, WW Cust Svc

Signatures

Elsbeth Grant
Pruett/Attorney-in-fact

02/01/2005

 **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) Includes 244 shares acquired under the KRON employee stock purchase plan in August, 2004.

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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