

TRONOX INC
Form 3
June 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ritter Edward G. | | (Month/Day/Year) | TRONOX INC [TRX] | |
| (Last) | (First) | (Middle) | 06/12/2008 | |
| PO BOX 268859 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| OKLAHOMA | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CITY,Â OKÂ 73126 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Interim Controller | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock - Class B | 181 | D | Â |
| Common Stock - Class A | 3,924 | D | Â |

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|------------------------|----------------------------|-----------|---------------------------------------|---|
| Option (Right to Buy) | 01/11/2008 | 01/11/2015 | Common Stock - Class A | 3,800 | \$ 9.9305 | D | Â |
| Option (Right to Buy) | Â (1) | 11/22/2015 | Common Stock - Class A | 500 | \$ 14 | D | Â |
| Option (Right to Buy) | Â (2) | 01/11/2017 | Common Stock - Class A | 1,200 | \$ 15.185 | D | Â |
| Option (Right to Buy) | Â (3) | 01/10/2018 | Common Stock - Class A | 1,332 | \$ 7.48 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ritter Edward G. PO BOX 268859 OKLAHOMA CITY,Â OKÂ 73126 | Â | Â | Â Interim Controller | Â |

Signatures

By Michael J. Foster: By attached Power of Attorney 06/12/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options will vest one-third each year on November 22 beginning in 2008.
- (2) These options will vest one-third each year on January 11 beginning in 2008.
- (3) These options will vest one-third each year on January 10 beginning in 2009.

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.