Romano John D Form 4/A December 12, 2005

FORM 4

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

SECURITIES

OMB again

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response... 0.5

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

+,

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add Romano John	•	ting Person *	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			
PO BOX 268859			(Month/Day/Year) 11/22/2005	Director 10% Owner Officer (give title Other (specify below) Vice President		
OKLAHOMA CITY, OK 73126			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year) 11/23/2005			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Se	ecurities	Acquired, Disposed of	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acquir	red 5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	n(A) or Dis	posed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
					or	(Instr. 3 and 4)		
			Code V	Amount	(D) Pr	rice (mstr. 5 and 1)		
Common								
Stock -	11/28/2005(2)		A	10,800	A \$	0 10,800	D	
Class A				,500	Ψ	,		
Ciaso A								

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)

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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 (Right to Buy)	\$ 14	11/22/2005		A	13,300	<u>(1)</u>	11/22/2015	Common Stock - Class A	13,300

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Romano John D

PO BOX 268859 Vice President

OKLAHOMA CITY, OK 73126

Signatures

By: Michael J. Foster, Per Attached Power of Attorney 12/12/2005

**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) These options will vest one-third each year on November 22 beginning in 2006.
- On November 23, 2005, it was erroneously reported that shares of restricted stock were granted on November 22, 2005. Shares of restricted stock were granted on November 28, 2005. The restrictions lapse on November 28, 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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