

GALLEN JONATHAN

Form 3

September 30, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

GALLEN JONATHAN

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/25/2008

3. Issuer Name and Ticker or Trading Symbol

TRONOX INC [TRX/B]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

C/O AHAB CAPITAL
MANAGEMENT, INC., 299
PARK AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10171

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
____ 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)

Class B Common Stock, par value \$0.01

2,500,900

I (1)

By partnerships and corporations (1)

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Edgar Filing: GALLEN JONATHAN - Form 3

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	---------------------	----------------------------------	------------------------------------	---

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GALLEN JONATHAN
C/O AHAB CAPITAL MANAGEMENT, INC.
299 PARK AVENUE, 17TH FLOOR
NEW YORK, NY 10171

^ ^ X ^ ^

Signatures

/s/ Jonathan
Gallen

09/30/2008

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).

As of September 25, 2008, Ahab Opportunities, L.P. ("Opportunities") and Ahab Opportunities, Ltd. ("Opportunities International") held in the aggregate 2,500,900 shares of Class B common stock, par value \$0.01 per share (the "Shares"), of Tronox Incorporated (the "Company"). Jonathan Gallen possesses sole power to vote and direct the disposition of all securities of the Company held by Opportunities and Opportunities International. Accordingly, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Mr. Gallen is deemed to beneficially own 2,500,900 Shares. Mr. Gallen's interest in the securities reported herein is limited to the extent of his pecuniary interest in Opportunities and Opportunities International, respectively, if any.

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.