TRONOX INC Form 4 August 09, 2006

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

Class A Common Stock -

Class B Common

Spouse

Stock - By

08/08/2006

(Print or Type Responses)

1. Name and A Gibney Rob	Address of Reporting loert C	Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N		OX INC [TRX] f Earliest Transaction	(Check all applicable)				
, , ,		, 5.24.6	Day/Year)	Director 10% Owner				
PO BOX 26	58859	08/08/2	006	Officer (give title Other (specify below) Vice President				
	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
OKLAHON	MA CITY, OK 73	126						
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)				
Stock -				12,653 D				

1,200 A

2,000

1,200

D

Ι

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

Common

Spouse

Stock - By

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative		•	, ,	Securities			(Instr. 3	3 and 4)	,	Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
					4, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Expiration Exercisable Date	Title Number				
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gibney Robert C PO BOX 268859

Vice President

OKLAHOMA CITY, OK 73126

Signatures

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

08/09/2006

**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).

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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