

GEORGE PETER
Form 4
February 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE PETER

(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)
02/25/2005

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, Engineering

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	02/25/2005		M		18,000	A	\$ 17.77	30,132 ⁽¹⁾	D
Common Stock	02/25/2005		S		18,000	D	\$ 55.9	12,132	D
Common Stock	02/25/2005		M		600	A	\$ 17.77	12,732	D
Common Stock	02/25/2005		S		600	D	\$ 55.91	12,132	D
Common Stock	02/25/2005		M		400	A	\$ 17.77	12,532	D

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Common Stock	02/25/2005	S	400	D	\$ 55.93	12,132	D
Common Stock	02/25/2005	M	300	A	\$ 17.77	12,432	D
Common Stock	02/25/2005	S	300	D	\$ 55.94	12,132	D
Common Stock	02/25/2005	M	500	A	\$ 17.77	12,632	D
Common Stock	02/25/2005	S	500	D	\$ 55.96	12,132	D
Common Stock	02/25/2005	M	200	A	\$ 17.77	12,332	D
Common Stock	02/25/2005	S	200	D	\$ 55.98	12,132	D

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

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(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	\$ 17.77	02/25/2005		M		20,000		10/02/2002	04/02/2006	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEORGE PETER C/O KRONOS INCORPORATED 297 BILLERICA ROAD	Vice President, Engineering

CHELMSFORD, MA 01824

Signatures

Elsbeth Grant
Pruett/Attorney-in-fact

02/28/2005

__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 366 shares acquired under the KRON employee stock purchase plan in February, 2005

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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