

Tronox Ltd
Form 4
October 11, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mahoney Kevin V

(Last) (First) (Middle)

ONE STAMFORD PLAZA 263
TRESSER BLVD., SUITE 1100

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Tronox Ltd [TROX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President, Controller

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		
Class A Common Stock	11/12/2012 ⁽¹⁾		A		14,756 ⁽²⁾	A ⁽²⁾	14,756	D
Class A Common Stock	02/25/2013 ⁽¹⁾		A		5,064 ⁽²⁾	A ⁽²⁾	19,820	D
Class A Common Stock	02/25/2013 ⁽¹⁾		A		2,894 ⁽³⁾	A ⁽³⁾	22,714	D
Class A Common	02/25/2013 ⁽¹⁾		A		2,894 ⁽⁴⁾	A ⁽⁴⁾	25,608	D

Stock

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)

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)	8. Amount or Number of Shares
Common Stock Options (right to buy)	\$ 19.09	02/25/2013 ⁽¹⁾		A	26,050	⁽⁵⁾ 02/25/2023	Class A Common Stock	26,050

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mahoney Kevin V ONE STAMFORD PLAZA 263 TRESSER BLVD. SUITE 1100 STAMFORD, CT 06901	Vice President, Controller

Signatures

/s/ Michael J.
Foster 10/11/2013

**Signature of Date
Reporting Person

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) Due to an inadvertent error this grant of options was not timely reported.

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- (2) Represents the grant of time based restricted stock. The shares will vest ratably over three years on the anniversary date of the grant.
- (3) Represents the grant of 2894 shares of performance based restricted stock. The shares will vest three years from the grant date based upon return on capital employed (ROCE).
- (4) Represents the grant of 2894 shares of performance based restricted stock. The shares will vest three years from the grant date based upon total shareholder return (TSR).
- (5) Options will vest in three equal installments on the anniversary date of the grant.

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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