LACY PAUL A Form 4 March 08, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

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Check this box

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* LACY PAUL A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

KRONOS INC [KRON]

(Check all applicable)

C/O KRONOS **INCORPORATED, 297**  3. Date of Earliest Transaction (Month/Day/Year) 03/07/2005

Director 10% Owner X\_ Officer (give title Other (specify below)

(Zip)

CFO, Executive Vice President

**BILLERICA ROAD** 

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHELMSFORD, MA 01824

(City)

		1 401	ole 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiencially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			G 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	02/07/2005		М	0 127	٨	\$	10.657	D	
Stock	03/07/2003		IVI	0,437	А	29.33	19,037	ע	
Common	02/07/2005		C	0.427	Ъ	\$	11 220	D	
Stock	03/07/2005		3	8,43/	ט	55.25	11,220	D	
Stock	03/07/2005		Code V M S	Amount 8,437 8,437	(D)	Price \$ 29.33 \$ 55.25	19,657	D D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transactic 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	\$ 29.33 (1)	03/07/2005		M	8,437 (1)	02/25/2003	08/25/2006	Common Stock	8,437 (1)

## **Reporting Owners**

Reporting Owner Name / Address			_	
	Director	10% Owner	Officer	Other
TY PATIL A				

C/O KRONOS INCORPORATED 297 BILLERICA ROAD CHELMSFORD, MA 01824

CFO, Executive Vice President

Relationships

 $\mathbf{D}$ 

## **Signatures**

Elspeth Grant
Pruett/Attorney-in-fact
03/08/2005

\*\*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) The shares outstanding under this option were previously reported as 7500 shares at an exercise price of \$44.00 per share but has been adjusted to reflect the stock split payable on October 31, 2003.

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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