

KRONOS INC
Form 4
March 01, 2006

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 *
AIN MARK S

(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)
02/28/2006

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 below) ☐ Other (specify below)
Executive Chairman

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 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	02/28/2006		M		13,500	A	\$ 29.33	277,196 ⁽¹⁾	D
Common Stock	02/28/2006		F		10,823	D	\$ 41.34	266,373	D
Common Stock	02/28/2006		M		45,000	A	\$ 16.57	311,373	D
Common Stock	02/28/2006		F		27,958	D	\$ 41.34	283,415	D
Common Stock	02/28/2006		S		16,726	D	\$ 41.0631	266,689	D

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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	\$ 29.33 (2)	02/28/2006		M	13,500 (2)	02/25/2003 08/25/2006	Common Stock 13,500 (2)
Option to Buy	\$ 16.57 (3)	02/28/2006		M	45,000 (3)	10/07/2003 04/07/2007	Common Stock 45,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AIN MARK S C/O KRONOS INCORPORATED 297 BILLERICA ROAD CHELMSFORD, MA 01824	X Executive Chairman

Signatures

Elspeth Grant
Pruett/Attorney-in-fact
03/01/2006
**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).
- (1) Includes 368 shares acquired under the KRON employee stock purchase plan in February, 2006.
- (2) The shares outstanding under this option were previously reported as 9,000 shares at an exercise price of \$44.00 per share but have been adjusted to reflect the stock split payable on October 31, 2003.
- (3) The shares outstanding under this option were previously reported as 60,000 shares at an exercise price of \$24.86 per share but have 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.

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