

KRONOS INC
Form 4
June 13, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Julien Mark V

(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)
06/11/2007

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)
Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/11/2007		J	7,875 D 0		D	

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)

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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)	
					V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)						
Option to Buy	\$ 38.81	06/11/2007		D		18,000		<u>(2)</u>	05/21/2008	Common Stock	18,000	
Option to Buy	\$ 48.21	06/11/2007		D		16,600		<u>(3)</u>	05/22/2009	Common Stock	16,600	
Option to Buy	\$ 48.22	06/11/2007		D		15,000		<u>(4)</u>	06/05/2010	Common Stock	15,000	
Restricted Stock Units (right to buy)	\$ 0.01	06/11/2007		D		12,000		<u>(5)</u>	12/16/2010	Common Stock	12,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Julien Mark V C/O KRONOS INCORPORATED 297 BILLERICA ROAD CHELMSFORD, MA 01824			Chief Financial Officer	

Signatures

/s/ Elspeth Grant
 Pruett/Attorney-in-fact 06/13/2007

__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).

Disposed of pursuant to merger agreement between issuer and Seahawk Merger Sub Corporation in exchange for 86,625 shares of (1) Seahawk Acquisition Holdings Corporation ("Seahawk Holdings"). Each share of the issuer was exchanged for 11 shares of Seahawk Holdings.

This option, which provided for vesting in four equal installments beginning on November 21, 2004, was canceled in the merger in (2) exchange for a cash payment of \$291,420, representing the difference between the exercise price of the option and the market value of the underlying Kronos common stock on the effective date of the merger (\$55 per share).

(3)

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This option, which provided for vesting in four equal installments beginning on November 22, 2005, was canceled in the merger in exchange for a cash payment of \$112,714, representing the difference between the exercise price of the option and the market value of the underlying Kronos common stock on the effective date of the merger (\$55 per share).

- (4) This option, which provided for vesting in four equal installments beginning on December 5, 2006, was canceled in the merger in exchange for a cash payment of \$101,700, representing the difference between the exercise price of the option and the market value of the underlying Kronos common stock on the effective date of the merger (\$55 per share).

- (5) This restricted stock unit award ("RSU"), which, subject to a performance goal being met by the company for fiscal 2007, provided for vesting in four equal installments beginning on November 16, 2007, was canceled in the merger in exchange for a cash payment of \$659,880, representing the difference between the conversion price of the RSU and the market value of the underlying Kronos common stock on the effective date of the merger (\$55 per share).

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.