

Tronox Ltd
Form 4
October 11, 2013

FORM 4

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

OMB APPROVAL

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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

(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 below) Other (specify below)
Vice President, Controller

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

Stock

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)	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 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) 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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