Tronox Ltd Form 4 March 02, 2015

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

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

(Middle) (First)

ONE STAMFORD PLAZA, 263 TRESSER BLVD, SUITE 1100

(Street)

(State)

STAMFORD, CT 06901

(Zip)

2. Issuer Name and Ticker or Trading Issuer Symbol

Tronox Ltd [TROX]

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

02/26/2015

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

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify 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

4. Securities Acquired 5. Amount of

Price

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8)

3.

Transaction(A) or Disposed of (Instr. 3, 4 and 5)

(A)

(D)

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Common

Stock Class 02/26/2015 Α

6,744 A (1)

Code V Amount

 $35,822 \stackrel{(2)}{=}$

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Options (right to buy)	\$ 19.09					(3)	02/25/2023	Class A Common Stock	26,050 (3)	
Common Stock Options (right to buy)	\$ 21.98					<u>(4)</u>	02/10/2024	Class A Common Stock	10,231 (<u>4)</u>	

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other

Mahoney Kevin V ONE STAMFORD PLAZA, 263 TRESSER BLVD SUITE 1100

Vice President, Controller

Relationships

Signatures

STAMFORD, CT 06901

Richard L. Muglia, as attorney-in-fact 03/02/2015

**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).
- The Restricted Share Units subject to this grant shall vest in equal annual portions on each of the next three (3) anniversaries of the Grant

 1) Date (each a "Vesting Date") provided that the Participant is then providing services to the Company on each such Vesting Date
- (1) Date (each, a "Vesting Date") provided that the Participant is then providing services to the Company on each such Vesting Date. Dividends will be accrued until shares vest and paid at that time.
- (2) Includes 5,788 performance-based restricted shares previously granted.
- (3) As reported on Form 4 filed 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.
- (4) As reported on Form 4 filed 2/12/2014, the options vest in three equal installments on the anniversary date of the grant.

Reporting Owners 2

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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.