

DEMARTINO JOSEPH
Form 4
February 01, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DEMARTINO JOSEPH

2. Issuer Name and Ticker or Trading Symbol
KRONOS INC [KRON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, WW Cust Svc

C/O KRONOS
INCORPORATED, 297
BILLERICA ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

CHELMSFORD, MA 01824

(City) (State) (Zip)

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	01/31/2005		M	5,625 A \$ 14.33	6,946 ⁽¹⁾	D	
Common Stock	01/31/2005		S	5,625 D \$ 53.5431	1,321	D	
Common Stock	01/31/2005		M	8,427 A \$ 17.77	9,748	D	
Common Stock	01/31/2005		S	8,427 D \$ 53.5431	1,321	D	
Common Stock	01/31/2005		M	11,250 A \$ 16.57	12,571	D	

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Common Stock 01/31/2005 S 10,250 D \$ 53.5431 2,321 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)

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	\$ 14.33	01/31/2005		M		5,625		10/26/2001	04/26/2005	Common Stock	5,625
Option to Buy	\$ 17.77	01/31/2005		M		8,427		10/02/2002	04/02/2006	Common Stock	8,427
Option to Buy	\$ 16.57	01/31/2005		M		11,250		10/07/2003	04/07/2007	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEMARTINO JOSEPH C/O KRONOS INCORPORATED 297 BILLERICA ROAD CHELMSFORD, MA 01824	Vice President, WW Cust Svc

Signatures

Elsbeth Grant 02/01/2005
 Pruett/Attorney-in-fact Date
 **Signature of Reporting Person

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 244 shares acquired under the KRON employee stock purchase plan in August, 2004.

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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