

DEMARTINO JOSEPH  
Form 4  
February 01, 2005

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

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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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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
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
DEMARTINO JOSEPH C/O KRONOS INCORPORATED 297 BILLERICA ROAD CHELMSFORD, MA 01824	Director    10% Owner    Officer    Other  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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