

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 01/31/2005                           |  | M                              |   | 5,625   | A  | \$ 14.33 6,946 <sup>(1)</sup>                         | 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 |

Edgar Filing: DEMARTINO JOSEPH - Form 4

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.**

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) | 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<br>C/O KRONOS INCORPORATED<br>297 BILLERICA ROAD<br>CHELMSFORD, MA 01824 | Director    10% Owner    Officer    Other<br><br>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.

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.