

TRONOX INC  
Form 8-K  
December 22, 2005

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

December 22, 2005 - December 16, 2005  
(Date of Report - Date of earliest event reported)

TRONOX INCORPORATED  
(Exact name of registrant as specified in its charter)

|                                      |                                     |  |
|--------------------------------------|-------------------------------------|--|
| Delaware<br>(State of Incorporation) | 1-32669<br>(Commission File Number) | 20-2868245<br>(IRS Employer<br>Identification No.) |
|--------------------------------------|-------------------------------------|--|

|  |                     |
|--|---------------------|
| 123 Robert S. Kerr Avenue<br>Oklahoma City, Oklahoma<br>(Address of principal executive offices) | 73102<br>(Zip Code) |
|--|---------------------|

(405) 775-5000  
(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

oPre-commencement communications pursuant to Rule13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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- Item 1.01      Entry into Material Definitive Agreement  
On December 16, 2005, the Executive Compensation Committee of the Board set performance measures under the Tronox Annual Incentive Plan for the 2006 performance year. The measures are attached hereto as Exhibit 10.1.
- Item 9.01      Financial Statements and Exhibits
- (c) Exhibits
- 10.1 2006 Tronox Annual Incentive Plan Performance Measures

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRONOX INCORPORATED

By: (Roger G. Addison)  
Roger G. Addison  
Vice President, General Counsel and Secretary

Dated: December 22, 2005