#### VAUGHAN LAURA

Form 4

November 23, 2004

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

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16.

Check this box

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* VAUGHAN LAURA

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Street)

(State)

(Middle)

KRONOS INC [KRON] 3. Date of Earliest Transaction

(Month/Day/Year) 11/22/2004

Director 10% Owner X\_ Officer (give title Other (specify

below)

VP, Worldwide Sales

(Check all applicable)

C/O KRONOS **INCORPORATED, 297** 

(City)

**BILLERICA ROAD** 

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CHELMSFORD, MA 01824

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

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

(A)

or

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 Underlying Securities

#### Edgar Filing: VAUGHAN LAURA - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Yea		Code (Instr. 8)	Securities (Month/Day/Youngle) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 48.21	11/22/2004		A	37,750	<u>(1)</u>	05/22/2009	Common	37,750

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VAUGHAN LAURA C/O KRONOS INCORPORATED 297 BILLERICA ROAD CHELMSFORD, MA 01824

VP, Worldwide Sales

### **Signatures**

Elspeth Grant
Pruett/Attorney-in-fact

11/23/2004

\*\*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).
- (1) The option vests in four equal annual installments beginning on November 22, 2005.

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.

Reporting Owners 2