

GALLEN JONATHAN  
Form 3  
September 30, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GALLEN JONATHAN</p> <p>(Last) (First) (Middle)</p> <p>C/O AHAB CAPITAL MANAGEMENT, INC., Â 299 PARK AVENUE, 17TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10171</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/25/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TRONOX INC [TRX/B]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <u>X</u> 10% Owner ___ Officer    ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><u>X</u> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock, par value \$0.01	2,500,900	I <u>(1)</u>	By partnerships and corporations <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLEN JONATHAN C/O AHAB CAPITAL MANAGEMENT, INC. 299 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10171	^	^ X	^	^

## Signatures

/s/ Jonathan Gallen 09/30/2008

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- As of September 25, 2008, Ahab Opportunities, L.P. ("Opportunities") and Ahab Opportunities, Ltd. ("Opportunities International") held in the aggregate 2,500,900 shares of Class B common stock, par value \$0.01 per share (the "Shares"), of Tronox Incorporated (the "Company"). Jonathan Gallen possesses sole power to vote and direct the disposition of all securities of the Company held by
- (1) Opportunities and Opportunities International. Accordingly, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Mr. Gallen is deemed to beneficially own 2,500,900 Shares. Mr. Gallen's interest in the securities reported herein is limited to the extent of his pecuniary interest in Opportunities and Opportunities International, respectively, if any.

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.