

Tronox Ltd
Form 4
June 30, 2015

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 *
van Niekerk Willem Hendrik

(Last) (First) (Middle)

1 BRODIE HALL DRIVE,
TECHNOLOGY PARK

(Street)

BENTLEY C3, C3 6102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tronox Ltd [TROX]

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, SP & BD

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock Class A	06/26/2015		A ⁽¹⁾	5	A \$ 0	88,769	D
Common Stock Class A	06/26/2015		F ⁽²⁾	4,308	D \$ 15.68	84,461 ⁽³⁾	D

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 3)
Common Stock Options (right to buy)	\$ 20.64				(4)	10/26/2022	Class A Common Stock	18,695 ⁽⁴⁾
Common Stock Options (right to buy)	\$ 19.09				(4)	02/25/2023	Class A Common Stock	95,710 ⁽⁴⁾
Common Stock Options (right to buy)	\$ 21.98				(5)	02/10/2024	Class A Common Stock	26,763 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
van Niekerk Willem Hendrik 1 BRODIE HALL DRIVE, TECHNOLOGY PARK BENTLEY C3, C3 6102			SVP, SP & BD	

Signatures

/s/ Richard L. Muglia, as
attorney-in-fact

06/30/2015

**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) Net issuance as a result of the vesting of two separate performance-based restricted share grants previously awarded on October 26, 2012.
- (2) The Company withheld 4,308 shares to satisfy withholding tax obligations and Mr. Van Niekerk received the balance of 8,337 shares of previously granted restricted common stock.
- (3) Includes 14,772 performance-based restricted shares.
- (4) As reported on Form 4 filed on 10/11/2013, the options vest in three equal installments on the anniversary date of the grant.
- (5) As reported on Form 4 filed 2/12/2014, the options vest in three equal installments on the anniversary date of the grant.

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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