

TRONOX LTD

Reported by **FLYNN EDWARD T**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/17 for the Period Ending 02/24/17

Telephone (405) 775-5000

CIK 0001530804

Symbol TROX

SIC Code 2810 - Industrial Inorganic Chemicals

Industry Specialty Chemicals

Sector Basic Materials





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer					
1 5												(Check all applicable)				
Flynn Edward T					Tronox Ltd [TROX]											
(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)							Director10% Owner					
											X Officer (give title below) Other (specify below)					
1735 MARKET STREET				2/24/2017							e Presido	ent				
(Street)				4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)					
PHILADELPHIA, PA 19103 (City) (State) (Zip)											X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
	_	_			_			_	_		_					
					•	<u> </u>	•	,						•		
2. Tran		te 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (or Disposed of (D) (Instr. 3, 4 and 5)			F				Ownership of Ir Form: Bend	Beneficial		
				Code	V	Amou			e				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
2/24/	2017			F		10057 (1)	D	\$17.4	4	1	126406		D			
ve Secu	rities l	Bene	eficially	Owned (e.g.	, puts,	calls, w	arrar	nts,	options, conve	rtible sec	urities)				
ition (. 8) Derivati Acquire Dispose		ive Securities Ed (A) or ed of (D)			Securities U Derivative S		Underlying Security	nderlying Derivative Security Security		Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
						e rcisable		Title	Amo			Following Reported Transaction(s) (Instr. 4)	or Indirect			
	2/24/ ve Secu	T1 3 3 4 4 4 4 4 4 1 1 1 1	3. Date 3. Date 4. If Ar 4. If Ar	Tronox Ltd 3. Date of Earl 4. If Amendme 4. If Amendme 2. Trans. Date 2A. Deemed Execution Date, if any 2/24/2017 ve Securities Beneficially Deemed 4. Trans. Code 5. Numb Derivative Company Com	Tronox Ltd [TRO2 3. Date of Earliest Transa 2/2 4. If Amendment, Date Code	Tronox Ltd [TROX] 3. Date of Earliest Transactio 2/24/20 4. If Amendment, Date Origin 4. If Amendment, Date Origin 2. Trans. Date 2A. Deemed 2A. Trans. Code 2A. Deemed 2A. Trans. Code 2A. Trans. Code	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/2/24/2017 4. If Amendment, Date Original File 1. If Amendment, Date Original File 2. Trans. Date	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/DD/YYYY 2/24/2017 4. If Amendment, Date Original Filed (MM/D 4. If Amendment, Date Original Filed (MM/D 5. Trans. Date 2. Trans. Date 2. Trans. Date Execution Date, if any 2. Trans. Code (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) 2/24/2017 F 10057 D The Securities Beneficially Owned (e.g., puts, calls, was a compared to the provision of the prov	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/24/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYYY) 2. Trans. Date 2A. Deemed 2A. Trans. Code 2A. Deemed 3A. Trans. Code 3	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/24/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2. Trans. Date	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual of Executive Vice X Form filed by 1. Trans. Date 2A. Deemed 3. Trans. Code 4. Securities Acquired (A) 5. Amount of Securities Acquired (A) 6. Individual of Date, if any 6. Individual of Date, if any 7. Trans. Code 7. Amount of Securities Deemed 8. Securities Date 8. Securities Date 8. Securities Date 8. Securities Date 8. Acquired (A) 7. Title and Amount of Securities Deemed Deemed Deemed (Instr. 8) 8. Number of Deemed Deemed Deemed Deemed (Instr. 8) 8. Date Exercisable and Expiration Date 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 7. Title and Amount of Securities Deemed Deemed Deemed Deemed Deemed (Instr. 8) 8. Date Expiration Date 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 7. Title Deemed (Instr. 8) 8. Date Expiration Date Derivative Security (Instr. 3 and 4) 8. Date Expiration Deemed	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual or Joint/Gr X Form filed by One Repo Form filed by More than C 2. Trans. Date 2A. Deemed 3. Trans. Code 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) Code V Amount (D) Price 2/24/2017 F 10057 (I) D \$17.4 126406 2. Trans. Code 4. Trans. Code 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Code V Amount (D) Price 126406 2. Trans. Date 2/24/2017 F 10057 (I) D \$17.4 126406 2. Trans. Code 4. Trans. Code 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) and 4) Code 4. Trans. Code 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) and 4) Date Expiration Trans. Amount of Number of Derivative Security (Instr. 3) and 4)	Tronox Ltd [TROX] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/24/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/Group Filing (X Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by O	Check all applicable		

Explanation of Responses:

(The Company withheld 10,057 shares to satisfy withholding tax obligations and Mr. Flynn received the balance of 19,548 shares of previously granted

Reporting Owner Name / Address

Flynn Edward T
1735 MARKET STREET
PHILADELPHIA, PA 19103

Director 10% Owner Officer
Other
Executive Vice President

Signatures

/s/ Richard L. Muglia, as attorney-in-fact 2/28/2017

***Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Relationships

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.