

GEORGE PETER
Form 4
February 28, 2005

FORM 4

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

OMB APPROVAL

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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, 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 *
GEORGE PETER

(Last) (First) (Middle)

**C/O KRONOS
INCORPORATED, 297
BILLERICA ROAD**

(Street)

CHELMSFORD, MA 01824

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KRONOS INC [KRON]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2005

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)
Vice President, Engineering

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/25/2005 | | M | | 18,000 | A | \$ 17.77 |
| Common Stock | 02/25/2005 | | S | | 18,000 | D | \$ 55.9 |
| Common Stock | 02/25/2005 | | M | | 600 | A | \$ 17.77 |
| Common Stock | 02/25/2005 | | S | | 600 | D | \$ 55.91 |
| Common Stock | 02/25/2005 | | M | | 400 | A | \$ 17.77 |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 02/25/2005 | S | 400 | D | \$ 55.93 | 12,132 | D |
| Common Stock | 02/25/2005 | M | 300 | A | \$ 17.77 | 12,432 | D |
| Common Stock | 02/25/2005 | S | 300 | D | \$ 55.94 | 12,132 | D |
| Common Stock | 02/25/2005 | M | 500 | A | \$ 17.77 | 12,632 | D |
| Common Stock | 02/25/2005 | S | 500 | D | \$ 55.96 | 12,132 | D |
| Common Stock | 02/25/2005 | M | 200 | A | \$ 17.77 | 12,332 | D |
| Common Stock | 02/25/2005 | S | 200 | D | \$ 55.98 | 12,132 | D |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy | \$ 17.77 | 02/25/2005 | | M | 20,000 | 10/02/2002 04/02/2006 | Common Stock | 20,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|---|---------------|-----------|-----------------------------|
| | Director | 10% Owner | Officer |
| GEORGE PETER C/O KRONOS INCORPORATED 297 BILLERICA ROAD | | | Vice President, Engineering |

CHELMSFORD, MA 01824

Signatures

Elsbeth Grant
Pruett/Attorney-in-fact

02/28/2005

__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) Includes 366 shares acquired under the KRON employee stock purchase plan in February, 2005

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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