

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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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 *
GEORGE PETER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, Engineering

(Last) (First) (Middle)
**C/O KRONOS
INCORPORATED, 297
BILLERICA ROAD**

(Street)

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

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

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

CHELMSFORD, MA 01824

(City) (State) (Zip)

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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(9-02)

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

Elspeth Grant	02/28/2005
Pruett/Attorney-in-fact	
<u> </u> **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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