TITANIUM METALS CORP

Form 4 May 24, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

par value

(Print or Type Responses)

WORRELL TERRY N		Symbol	Symbol			Issuer			
		TITAN	TITANIUM METALS CORP [TIE]			(Check all applicable)			
(Last)	(First) (M	(iddle) 3. Date o	f Earliest Transa	action	(Cin	cen un apprication	-,		
			(Month/Day/Year)				6 Owner		
5430 LBJ FREEWAY, SUITE 1700		E 1700 05/20/2	05/20/2010			ve titleOth below)	er (specify		
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	Filed(Mo	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
DALLAS, T	TX 75240				Form filed by	More than One Re			
DALLAS, I	. A 13240				Person				
(City)	(State) (Zip) Tab	le I - Non-Deriv	vative Securities A	equired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3. 4.	. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	TransactionA	acquired (A) or	Securities	Form: Direct	Indirect		
		Execution Date, if any	TransactionA Code D	acquired (A) or Disposed of (D)	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
Security		Execution Date, if	TransactionA Code D	acquired (A) or	Securities Beneficially Owned	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
Security		Execution Date, if any	TransactionA Code D	Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)	Securities Beneficially Owned Following	Form: Direct (D) or	Indirect Beneficial		
Security		Execution Date, if any	TransactionA Code D	Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
Security		Execution Date, if any	TransactionA Code D (Instr. 8) (In	Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
Security		Execution Date, if any	TransactionA Code D (Instr. 8) (In	Acquired (A) or Disposed of (D) Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WORRELL TERRY N						
5430 LBJ FREEWAY, SUITE 1700	X					

Signatures

DALLAS, TX 75240

A. Andrew R. Louis, Attorney-in-fact, for Terry N. 05/24/2010 Worrell

> **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) Shares issued for no cash consideration to directors under the Titanium Metals Corporation 2008 Long-Term Incentive Plan.

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.

Reporting Owners 2