SIMMONS HAROLD C
Form 4
May 23, 2006

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTRAN CORP

(Last) (First) (Middle)

5430 LBJ FRWY, SUITE 1700

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TITANIUM METALS CORP [TIE]

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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, $.01 par value	05/22/2006		J (1)		500	A	$ 32.17	5,665,500	I	by Valhi (2)
Common Stock, $.01 par value	05/22/2006		J (1)		400	A	$ 32.3	5,665,900	I	by Valhi (2)
Common Stock, $.01 par value	05/22/2006		J (1)		300	A	$ 32.32	5,666,200	I	by Valhi (2)
Common Stock, $.01 par value	05/22/2006		J (1)		500	A	$ 33.33	5,666,700	I	by Valhi (2)

Common Stock, $.01 par value	05/22/2006		J[(1)]	700	A	$ 32.34	5,667,400	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	500	A	$ 32.35	5,667,900	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	700	A	$ 32.36	5,668,600	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	6,400	A	$ 32.37	5,675,000	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	2,200	A	$ 32.46	5,677,200	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	2,300	A	$ 32.47	5,679,500	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	30,500	A	$ 32.5	5,710,000	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	1,200	A	$ 32.61	5,711,200	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	500	A	$ 32.69	5,711,700	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	1,100	A	$ 32.7	5,712,800	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	100	A	$ 32.74	5,712,900	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	300	A	$ 32.75	5,713,200	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	5,100	A	$ 32.78	5,718,300	I	by Valhi [(2)]
Common Stock, $.01 par value	05/22/2006		J[(1)]	1,700	A	$ 32.8	5,720,000	I	by Valhi [(2)]
Common Stock, $.01							50,474,000	I	by Tremont

par value (3)

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

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.

SEC 1474 (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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240		X		
VALHI INC /DE/ THREE LINCOLN CENTER 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
NATIONAL CITY LINES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
DIXIE RICE AGRICULTURE CORP INC 600 PASQUIERE ST GUEYDAN, LA 70542		X		
SOUTHWEST LOUISIANA LAND CO INC 402 CANAL ST		X		

HOUMA, LA 70360			
NOA INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X	
VALHI GROUP INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X	
VALHI HOLDING CO 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X	
TREMONT LLC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X	
SIMMONS HAROLD C THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 DALLAS, TX 75240-2697	X	X	Chairman of the Board

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi, Inc.	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for National City Lines, Inc.	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultrual Corporation, Inc.	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc.	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for NOA, Inc.	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi Group, Inc.	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi Holding Company	05/22/2006
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Tremont LLC	05/22/2006

**Signature of Reporting Person | Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons | 05/02/2006

**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) Open market purchase by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

(2) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.

(3) Directly held by Tremont LLC. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.

Remarks:

All share amounts have been adjusted to reflect the two-for-one split in the form of a stock dividend declared by the issuer's board of directors and paid as of the close of business on May 15, 2006, to holders of record as of the close of business on May 5, 2006.

Mr. Harold C. Simmons and his spouse directly hold 4,167,400 and 128,600 shares, respectively, of the Common Stock of the issuer. Mrs. Simmons also owns 1,600,000 shares of the issuer's Series A Preferred Stock. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's stock that his spouse owns.

This form is also filed on behalf of Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. And R. Louis, Secretary (executed 05/22/2006).

See the Additional Information attached as Exhibit 99 to this filing for a description of the relationships among the issuer and the reporting persons.

Exhibit Index
99 Additional Information

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.