## SIMMONS HAROLD C

Common

stock,

Form 4 November 26, 2012

| November 20  | 6, 2012                                    |            |                               |             |  |                                       |                           |  |  |   |  |  |
|--|--|------------|-------------------------------|-------------|--|---------------------------------------|---------------------------|--|--|---|--|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549   |  |            |                               |             |  |                                       |                           | OMB APPROVAL   |  |   |  |  |
|  |  |            |                               |             |  |                                       |                           | OMB<br>Number:   | 3235-0287  |   |  |  |
| Check this box if no longer  CTLATIENTED OF CHANGES IN DEPUBLICATION OF CHANGES IN DEP |  |            |                               |             |  |                                       |                           | Expires:   | January 31,<br>2005                                      |   |  |  |
| subject to Section 16. Form 4 or   |  |            |                               | SECUR       | ITIES                                  |                                       |                           |  | Estimated a burden hour response                         | verage  |  |  |
| Form 5 obligation may cont See Instru  | ns Section 17(a)                           | ) of the P | ublic Ut                      | * *         | ling Con                               | npan                                  | y Act of                  | e Act of 1934,<br>1935 or Section<br>0   | 1  |   |  |  |
| (Print or Type I   | Responses)                                 |            |                               |             |  |                                       |                           |  |  |   |  |  |
| SIMMONS HAROLD C Sy  |  |            | Symbol                        | Name and    |  | Tradi                                 | ng                        | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |  |
| <i>a</i> s   |  |            |                               | INC /DE     |  |                                       |                           | (Check all applicable)   |  |   |  |  |
| (Last) 5430 LBJ F  | (First) (M                                 |            | 3. Date of (Month/D) 11/26/20 |             | ansaction                              |                                       |                           | _X_ Director<br>_X_ Officer (give<br>below)  | X 10% title Othe below) nan of the Board                 | r (specify  |  |  |
|  | (Street)                                   |            | 4. If Ame                     | ndment, Da  | te Origina                             | l                                     |                           | 6. Individual or Joi   |  |   |  |  |
| DALLAS, T  | ΓX 75240                                   |            | Filed(Mon                     | th/Day/Year | )                                      |                                       |                           | Applicable Line) _X_ Form filed by O Form filed by M Person  |  |   |  |  |
| (City)   | (State) (Z                                 | Zip)       | Table                         | e I - Non-D | erivative                              | Secur                                 | rities Acq                | uired, Disposed of,  | , or Beneficiall   | y Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | eurity (Month/Day/Year) Execution Date, if |            |                               |             | 4. Securit<br>n(A) or Di<br>(Instr. 3, | ies Ao<br>spose<br>4 and<br>(A)<br>or | equired<br>d of (D)<br>5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Common stock, \$0.01 par value per share   | 11/26/2012                                 |            |                               | Code V      | 2,000                                  |                                       | Price \$ 11.95            | 1,730,133  | D  |   |  |  |
| Common stock, \$0.01 par value per share   | 11/26/2012                                 |            |                               | P           | 2,000                                  | A                                     | \$ 12                     | 1,732,133  | D  |   |  |  |

By spouse  $\underline{^{(1)}}$ 

818,514

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| \$0.01 par<br>value per<br>share         |             |   |                   |
|--|-------------|---|-------------------|
| Common stock, \$0.01 par value per share | 314,033,148 | I | by VHC            |
| Common stock, \$0.01 par value per share | 6,367,017   | I | by TFMC           |
| Common stock, \$0.01 par value per share | 1,100,541   | I | by CDCT           |
| Common stock, \$0.01 par value per share | 77,745      | I | by<br>Contran (5) |

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.

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                |    | 5.           | 6. Date Exer  | cisable and | 7. Tit | le and       | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------------|----|--------------|---------------|-------------|--------|--------------|-------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |    | Expiration D | piration Date |             | unt of | Derivative   |             |
| Security    | or Exercise |                     | any                | Code              |    | of           | (Month/Day/   | Year)       | Unde   | rlying       | Security    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr.           | 8) | Derivative   | e             |             | Secur  | rities       | (Instr. 5)  |
|             | Derivative  |                     |                    |                   |    | Securities   |               |             | (Instr | . 3 and 4)   |             |
|             | Security    |                     |                    |                   |    | Acquired     |               |             |        |              |             |
|             |             |                     |                    |                   |    | (A) or       |               |             |        |              |             |
|             |             |                     |                    |                   |    | Disposed     |               |             |        |              |             |
|             |             |                     |                    |                   |    | of (D)       |               |             |        |              |             |
|             |             |                     |                    |                   |    | (Instr. 3,   |               |             |        |              |             |
|             |             |                     |                    |                   |    | 4, and 5)    |               |             |        |              |             |
|             |             |                     |                    |                   |    |              |               |             |        | Amount       |             |
|             |             |                     |                    |                   |    |              |               |             |        | Amount       |             |
|             |             |                     |                    |                   |    |              | Date          | Expiration  | Title  | or<br>Number |             |
|             |             |                     |                    | Codo              |    |              | Exercisable   | Date        | Title  |              |             |
|             |             |                     |                    |                   | 17 | (A) (D)      |               |             |        | of<br>Charas |             |
|             |             |                     |                    | Code              | V  | (A) (D)      |               |             |        | Shares       |             |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SIMMONS HAROLD C

5430 LBJ FREEWAY, SUITE 1700 X X Chairman of the Board

DALLAS, TX 75240

# **Signatures**

A. Andrew R. Louis, Attorney-in-fact, for Harold C.

Simmons 11/26/2012

\*\*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) Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.
- (2) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
- (3) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
- (4) Directly held by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
- (5) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

#### **Remarks:**

Exhibit Index:

Exhibit 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.

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