

NL INDUSTRIES INC

Form 4

April 07, 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 *
CONTRAN CORP

2. Issuer Name **and** Ticker or Trading
Symbol
KRONOS WORLDWIDE INC
[KRO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FRWY, SUITE 1700
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2005

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

DALLAS, TX 75240

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

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

(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)
Common Stock \$0.01 par value	04/05/2005		J ⁽¹⁾	2,000 D \$ 43	17,517,132	I	by NL ⁽²⁾
Common Stock \$0.01 par value					27,840,953	I	by Valhi ⁽³⁾
Common Stock \$0.01 par value					5,203	I	by TFMC ⁽⁴⁾

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

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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 Own Follo Repor 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/ 5430 LBJ FRWY STE 1700 DALLAS, TX 75240		X		
NATIONAL CITY LINES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
DIXIE RICE AGRICULTURE CORP INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
SOUTHWEST LOUISIANA LAND CO INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		

TITANIUM METALS CORP
1999 BROADWAY
STE 4300
DENVER, CO 80202

X

VALHI GROUP INC
5430 LBJ FREEWAY
SUITE 1700
DALLAS, TX 75240

X

NL INDUSTRIES INC
5430 LBJ FREEWAY
SUITE 1700
DALLAS, TX 75240-2697

X

SIMMONS HAROLD C
5430 LBJ FREEWAY
SUITE 1700
DALLAS, TX 75240

X

X

Chairman of the Board & CEO

TIMET FINANCE MANAGEMENT CO
913 N MARKET ST
SUITE 217
WILMINGTON, DE 19801

X

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi, Inc.

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc.

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi Group, Inc.

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for National City Lines, Inc.

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.

04/07/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc.

04/07/2005

__Signature of Reporting Person

Date

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

04/07/2005

__Signature of Reporting Person

Date

Gregory M. Swalwell, Vice President, for TIMET Finance Management

04/07/2005

Company

____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 sale by NL Industries, 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 NL Industries, 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.
- (3) Directly held 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.
- (4) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

Mr. Harold C. Simmons and his spouse directly hold 4,255 and 36,356 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common 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. Andrew R. Louis, Secretary (executed 04/07/2005), NOA, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 04/07/2005) and Tremont LLC, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 04/07/2005).

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

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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