

KRONOS WORLDWIDE INC

Form 4

December 06, 2004

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)
11/02/2004

____ 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	12/02/2004		J ⁽¹⁾	5,000 D \$ 46	18,559,055	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/02/2004		J ⁽¹⁾	100 D \$ 46.1	18,558,955	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/02/2004		J ⁽¹⁾	200 D \$ 46.15	18,558,755	I	by NL ⁽²⁾

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Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	1,400	D	\$ 46.26	18,557,355	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	1,000	D	\$ 46.5	18,556,355	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	300	D	\$ 46.55	18,556,055	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	1,600	D	\$ 46.7	18,554,455	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	700	D	\$ 46.9	18,553,755	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	100	D	\$ 46.99	18,553,655	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	100	D	\$ 47	18,553,555	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	300	D	\$ 47.1	18,553,255	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	500	D	\$ 47.3	18,552,755	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/02/2004	<u>J⁽¹⁾</u>	500	D	\$ 47.5	18,552,255	I	by NL <u>(2)</u>
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	1,700	D	\$ 44.3	18,550,555	I	by NL <u>(2)</u>
	12/03/2004	<u>J⁽¹⁾</u>	800	D		18,549,755	I	by NL <u>(2)</u>

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Common Stock \$0.01 par value					\$ 44.31				
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	200	D	\$ 44.5	18,549,555	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	500	D	\$ 44.51	18,549,055	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	400	D	\$ 44.65	18,548,655	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	200	D	\$ 44.75	18,548,455	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	400	D	\$ 45.01	18,548,055	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	200	D	\$ 45.2	18,547,855	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	200	D	\$ 45.31	18,547,655	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	100	D	\$ 45.35	18,547,555	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	100	D	\$ 45.5	18,547,455	I	by NL <u>(2)</u>	
Common Stock \$0.01 par value	12/03/2004	<u>J⁽¹⁾</u>	200	D	\$ 46	18,547,255	I	by NL <u>(2)</u>	
						22,101,443	I		

Common Stock \$0.01 par value							by Valhi (3)
Common Stock \$0.01 par value				5,311,899	I		by Tremont (4)
Common Stock \$0.01 par value				2,850	I		by TFMC (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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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		
NL INDUSTRIES INC 5430 LBJ FREEWAY		X		

SUITE 1700
DALLAS, TX 75240-2697

VALHI INC /DE/
5430 LBJ FRWY
STE 1700 X
DALLAS, TX 75240

TREMONT LLC
5430 LBJ FREEWAY
SUITE 1700 X
DALLAS, TX 75240

NATIONAL CITY LINES INC
5430 LBJ FREEWAY
SUITE 1700 X
DALLAS, TX 75240

DIXIE RICE AGRICULTURE CORP INC
5430 LBJ FREEWAY
SUITE 1700 X
DALLAS, TX 75240

SOUTHWEST LOUISIANA LAND CO INC
5430 LBJ FREEWAY
SUITE 1700 X
DALLAS, TX 75240

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

TITANIUM METALS CORP
1999 BROADWAY
STE 4300 X
DENVER, CO 80202

SIMMONS HAROLD C
5430 LBJ FREEWAY, SUITE 1700 X X Chairman of the Board & CEO
DALLAS, TX 75240

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation 12/06/2004
__Signature of Reporting Person Date

A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc. 12/06/2004
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi, Inc. 12/06/2004
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Tremont LLC 12/06/2004
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for National City Lines, Inc. 12/06/2004

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<u>Signature of Reporting Person</u>	Date
A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation	12/06/2004
<u>Signature of Reporting Person</u>	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.	12/06/2004
<u>Signature of Reporting Person</u>	Date
A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc.	12/06/2004
<u>Signature of Reporting Person</u>	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	12/06/2004
<u>Signature of Reporting Person</u>	Date
Gregory M. Swalwell, Vice President, for TIMET Finance Management Company	12/06/2004
<u>Signature of Reporting Person</u>	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 Tremont LLC. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
- (5) 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 3,984 and 35,622 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 Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/06/2004), Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/06/2004) and NOA, Inc. 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/06/2004).

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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