

SIMMONS HAROLD C
Form 4
December 21, 2012

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 *
SIMMONS HAROLD C

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NL INDUSTRIES INC [NL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common stock, \$0.01 par value per share	12/20/2012		J ⁽¹⁾	222,100 D	0	I	by TFMC ⁽²⁾
Common stock, \$0.01 par value per share					1,054,607	D	
Common stock,					426,601	I	By Spouse ⁽³⁾

\$0.01 par value per share

Common stock, \$0.01 par value per share

40,387,531 I

By Valhi (4)

Common stock, \$0.01 par value per share

2,000 I

By Kronos (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.

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. Number of Derivative Securities Beneficially Owned (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
SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	X	X	Chairman of the Board	

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	12/21/2012
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Contran Corporation	12/21/2012
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Dixie Rice Agriculture Corporation, Inc.	12/21/2012
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Valhi Holding Company	12/21/2012
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Valhi, Inc.	12/21/2012
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Kronos Worldwide, Inc.	12/21/2012
**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) See Exhibit 99.1 - Description of Transaction
- (2) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship among the reporting persons.
- (3) Directly held by Annette C. Simmons. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship among the reporting persons.
- (4) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship among the reporting persons.
- (5) Directly held by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship among the reporting persons.

Remarks:

Exhibit Index:

Exhibit 99.1 Description of Transaction

Exhibit 99.2 - 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.