

NL INDUSTRIES INC  
Form 4  
January 22, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

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)

**THREE LINCOLN CENTRE, 5430  
LBJ FREEWAY STE 1700**

(Street)

**DALLAS, TX 75240-2697**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/17/2008**

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 & CEO**

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)
			Code	V	Amount (A) or (D) Price		
Common Stock \$0.125 par value	01/17/2008		P		37,300 (1) \$ 9.5421 (1)	709,600	D
Common Stock \$0.125 par value	01/18/2008		P		30,000 (2) \$ 8.8891 (2)	739,600	D
Common Stock \$0.125 par value						40,387,531	I by Valhi (3)

Common Stock \$0.125 par value	222,100	I	by TFMC (4)
Common Stock \$0.125 par value	269,775	I	by Spouse (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. Nu Deriv Secur Benef Own Follo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS HAROLD C THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 DALLAS, TX 75240-2697	X	X	Chairman of the Board & CEO	

## Signatures

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

01/22/2008

\_\_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) The aggregate shares purchased as reported on this line represent the total amount of 21 separate purchases of the issuer's common stock on 01/17/2008. The reported purchase price is the average purchase prices for these 21 purchases, which purchase prices ranged from \$9.00 to \$9.75 per share.

(2) The aggregate shares purchased as reported on this line represent the total amount of 13 separate purchases of the issuer's common stock on 01/18/2008. The reported purchase price is the average purchase prices for these 13 purchases, which purchase prices ranged from \$8.76 to \$8.99 per share.

(3) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships.

(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.

(5) Directly held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.

### Remarks:

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.

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