

KRONOS WORLDWIDE INC

Form 4

December 08, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(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 FREEWAY, SUITE 1700**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/05/2008**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

**DALLAS, TX 75240**

(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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock \$0.01 par value	12/05/2008		J <sup>(1)</sup>		1,600	A	\$ 9.75	17,578,632 I by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/05/2008		J <sup>(1)</sup>		300	A	\$ 9.85	17,578,932 I by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/05/2008		J <sup>(1)</sup>		100	A	\$ 9.93	17,579,032 I by NL <sup>(2)</sup>
Common Stock \$0.01	12/05/2008		J <sup>(1)</sup>		1,600	A	\$ 10	17,580,632 I by NL <sup>(2)</sup>

# Edgar Filing: KRONOS WORLDWIDE INC - Form 4

par value

Common

Stock \$0.01 12/08/2008

J<sup>(1)</sup>

5,000

A

\$ 10

17,585,632

I

by NL <sup>(2)</sup>

par value

Common

Stock \$0.01

28,995,021

I

by Valhi  
<sup>(3)</sup>

par value

Common

Stock \$0.01

5,203

I

by TFMC  
<sup>(4)</sup>

par value

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 Bene Own Follo Repo Trans (Instr
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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
CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240		X		
VALHI INC /DE/ 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240		X		
		X		

VALHI HOLDING CO  
5430 LBJ FREEWAY, SUITE 1700  
DALLAS, TX 75240

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

X

TITANIUM METALS CORP  
5430 LBJ FREEWAY, SUITE 1700  
DALLAS, TX 75240

X

TIMET FINANCE MANAGEMENT CO  
5430 LBJ FREEWAY, SUITE 1700  
DALLAS, TX 75240

X

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

X

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

X

X

Chairman of the Board & CEO

## Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation 12/08/2008

\_\_Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi, Inc. 12/08/2008

\_\_Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company 12/08/2008

\_\_Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. 12/08/2008

\_\_Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation 12/08/2008

\_\_Signature of Reporting Person

Date

Gregory M. Swalwell, Vice President, for TIMET Finance Management Company 12/08/2008

\_\_Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for NL Industries, Inc. 12/08/2008

\_\_Signature of Reporting Person

Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 12/08/2008

\_\_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) Open market purchase 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.

## Edgar Filing: KRONOS WORLDWIDE INC - Form 4

- (2) Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship 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 relationship 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 185,767 and 49,856 shares, respectively, of the common stock of the issuer.

### 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.