

KRONOS WORLDWIDE INC
 Form 5
 March 30, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Simmons Annette C

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 08/29/2014

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

5430 LBJ FREEWAY, SUITE 1700

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75240

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 08/29/2014 | | J ⁽¹⁾ | 201,974 A | \$ ⁽¹⁾ 1,571,716 | D ⁽²⁾ | |
| Common Stock, par value \$0.01 per share | | | | | | I | By Valhi ⁽³⁾ |

| | | | | | | | | | |
|--|---|---|---|---|---|---|------------|---|-----------------------------|
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 35,219,270 | I | By NL ⁽⁴⁾ |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â | Â | Â | 137,672 | I | By Contran <u>(5)</u> |

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 2270
(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. of D Se B O E Is Fi (I |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Simmons Annette C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | Â | Â X | Â | Â |

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Annette C. Simmons 03/30/2015

**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) On August 29, 2014, Annette C. Simmons, the independent executor of the estate of Harold C. Simmons and the sole beneficiary of Mr. Simmons's individual retirement account ("IRA") upon his death, transferred the 201,974 shares of the issuer's common stock held in his IRA to her IRA. As the independent executor of such estate and the sole beneficiary of such IRA, Ms. Simmons had already beneficially owned such shares as of the date of such transfer.

(2) Consists of 581,866 shares directly held by the estate of Harold C. Simmons of which Annette C. Simmons is the independent executor and designated legatee of these shares and 989,850 shares she holds directly (which includes 201,974 shares transferred from Mr. Simmons's IRA to her IRA on August 29, 2014).

(3) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.

(4) Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.

(5) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.

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Remarks:

ExhibitÂ Index

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.