

SIMMONS HAROLD C
Form 4
December 16, 2010

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)
12/14/2010

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 and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock \$0.125 par value	12/14/2010		J ⁽¹⁾		39 A \$ 11.2899	39	I by Kronos <u>(2)</u>
Common stock \$0.125 par value	12/14/2010		J ⁽¹⁾		961 A \$ 11.29	1,000	I by Kronos <u>(2)</u>
Common stock \$0.125 par value	12/14/2010		J ⁽¹⁾		1,000 A \$ 11.3	2,000	I by Kronos <u>(2)</u>

Common stock \$0.125 par value	40,387,531	I	by Valhi <u>(3)</u>
Common stock \$0.125 par value	222,100	I	by TFMC <u>(4)</u>
Common stock \$0.125 par value	1,007,145	D	
Common stock \$0.125 par value	292,225	I	by Spouse <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.

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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 Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700	X	X	Chairman of the Board and CEO	

DALLAS, TX 75240	
CONTRAN CORP	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	
DIXIE RICE AGRICULTURE CORP INC	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	
VALHI HOLDING CO	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	
VALHI INC /DE/	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	
KRONOS WORLDWIDE INC	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	
TITANIUM METALS CORP	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	
TIMET FINANCE MANAGEMENT CO	
5430 LBJ FREEWAY, SUITE 1700	X
DALLAS, TX 75240	

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation	12/16/2010
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	12/16/2010
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.	12/16/2010
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi Holding Company	12/16/2010
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi, Inc.	12/16/2010
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Kronos Worldwide, Inc.	12/16/2010
__Signature of Reporting Person	Date
A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation	12/16/2010
__Signature of Reporting Person	Date
Gregory M. Swalwell, Vice President, for TIMET Finance Management Company	12/16/2010
__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 Kronos Worldwide, 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.
- (2) Directly held by Kronos Worldwide, 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 relationships 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.
- (5) Directly held by the reporting person's spouse. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.

Remarks:

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.

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