

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 28, 1998

NL INDUSTRIES, INC.

(Exact name of registrant as specified in charter)

New Jersey 1-640 13-5267260

(State or other (Commission File No.) (Employer ID No.)
jurisdiction of
incorporation)

16825 Northchase Dr., Suite 1200, Houston, Texas 77060

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (281) 423-3300

Not Applicable

(Former name or former address, if changed since last report)

Item 5. Other Events.

On August 28, 1998, the Registrant issued the press release attached hereto as Exhibit 99.1 and incorporated herein in its entirety by this reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

(i) Exhibit 99.1. Press Release dated August 28, 1998.

* * * * *

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NL INDUSTRIES, INC.
(Registrant)

/s/

Dennis G. Newkirk
Vice President & Controller

Dated: August 31, 1998

Susan E. Alderton
Chief Financial Officer
(212) 421-7202

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

NL ANNOUNCES REDEMPTION OF 13% SENIOR SECURED DISCOUNT NOTES

HOUSTON, TEXAS - August 28, 1998 -- NL Industries, Inc. (NYSE: NL) announced today that on October 15, 1998 it will redeem for cash all of its outstanding 13% Senior Secured Discount Notes due 2005 at the redemption price of 106% of the fully accreted amount of the Notes on the redemption date. The redemption price will become due and payable and the Notes will no longer be outstanding on and after the close of business on the redemption date. No interest will accrue or be payable on the Notes after the redemption date, and the only remaining right of a holder of a Note will be to receive payment of the redemption price upon surrender of each Note to the paying agent. The Trustee and paying agent for the Notes is State Street Bank and Trust Company.

NL is a major international producer of titanium dioxide pigments.