

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

() Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person: Robert D. Hardy, 16825 Northchase Dr., Suite 1200, Houston, TX 77060
2. Issuer Name and Ticker or Trading Symbol: NL Industries, Inc. (NL) 3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary):
4. Statement for Month/Day/Year: February 6, 2003 5. If Amendment, Date of Original (Month/Day/Year):
6. Relationship of Reporting Person(s) to Issuer (Check all applicable): () Director () 10% Owner (X) Officer (give title below) () Other (specify below) Vice President, Chief Financial Officer, Controller, and Assistant Secretary
7. Individual or Joint/Group Filing (Check Applicable Line): (X) 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

LINE ONE:

1. Title of Security (Instr. 3): Common Stock
2. Transaction Date (Month/Day/Year): February 6, 2003
- 2A. Deemed Execution Date if any (Month/Day/Year):
3. Transaction Code (Instr. 8): Code S V N/A
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5):
Amount 1,000 (A) or (D) (D) Price \$17.24
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4):
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4): D 7. Nature of Indirect Beneficial Ownership (Instr. 4):

LINE TWO:

1. Title of Security (Instr. 3): Common Stock
2. Transaction Date (Month/Day/Year): February 6, 2003
- 2A. Deemed Execution Date if any (Month/Day/Year):
3. Transaction Code (Instr. 8): Code S V N/A
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5):
Amount 2,000 (A) or (D) (D) Price \$17.20
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4):
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4): D 7. Nature of Indirect Beneficial Ownership (Instr. 4):

LINE THREE:

1. Title of Security (Instr. 3): Common Stock
2. Transaction Date (Month/Day/Year): February 7, 2003
- 2A. Deemed Execution Date if any (Month/Day/Year):
3. Transaction Code (Instr. 8): Code S V N/A
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5):
Amount 400 (A) or (D) (D) Price \$17.68
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4):
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4): D
7. Nature of Indirect Beneficial Ownership (Instr. 4):

LINE FOUR:

1. Title of Security (Instr. 3): Common Stock
2. Transaction Date (Month/Day/Year): February 7, 2003
- 2A. Deemed Execution Date if any (Month/Day/Year):
3. Transaction Code (Instr. 8): Code S V N/A
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5):
Amount 600 (A) or (D) (D) Price \$17.63

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4):
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4): D
7. Nature of Indirect Beneficial Ownership (Instr. 4):

LINE FIVE:

1. Title of Security (Instr. 3): Common Stock
2. Transaction Date (Month/Day/Year): February 7, 2003
- 2A. Deemed Execution Date if any (Month/Day/Year):
3. Transaction Code (Instr. 8): Code S V N/A
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5):
 Amount 1,000 (A) or (D) (D) Price \$17.50
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4): 11,344
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4): D
7. Nature of Indirect Beneficial Ownership (Instr. 4):

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) Code: V:
 ----- ---- -
5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A):
6. Date Exerciseable and Expiration Date (Month/Day/Year) Date Exercisable:
 Expiration Date:
7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title:

 Amount or Number of Shares: -----
8. Price of Derivative Security (Instr. 5):
9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4):
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4):
11. Nature of Indirect Beneficial Ownership (Instr. 4):

Explanation of Responses:

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure