

If Valhi elects to transfer shares in the settlement and in another lawsuit to which Valhi is a party, the transfers will result in Valhi holding approximately 55% of the Registrant's outstanding common stock.

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

(c) Exhibits

Item No.

Exhibit List

- 99.1 Stipulation of Settlement, dated February 26, 1998, among the parties to Seinfeld v. Simmons et al., (No. C-336-96), pending in the Chancery Court of the New Jersey Superior Court, incorporated by reference to Exhibit 4 to Amendment 57 to the Statement on Schedule 13D filed with the Securities and Exchange Commission by Valhi, Inc. and certain other persons on March 9, 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/ David B. Garten
David B. Garten
Vice President

Dated: March 10, 1998

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