

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Harold C. Simmons Family Trust No. 2</u>  (Last) (First) (Middle) THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700  (Street) DALLAS TX 75240  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/28/2013	3. Issuer Name and Ticker or Trading Symbol <u>NL INDUSTRIES INC [ NL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	40,387,531	I	By Valhi <sup>(1)</sup>
Common Stock, par value \$0.01 per share	2,000	I	By Kronos <sup>(2)</sup>
Common Stock, par value \$0.01 per share	1,482,208	D <sup>(3)</sup>	
Common Stock, par value \$0.01 per share	500	D <sup>(4)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
			Title	Amount or Number of Shares		

1. Name and Address of Reporting Person* <u>Harold C. Simmons Family Trust No. 2</u>  (Last) (First) (Middle) THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700  (Street) DALLAS TX 75240  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Harold C. Simmons Family Trust No. 1</a>		
(Last)	(First)	(Middle)
THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Simmons Annette C</a>		
(Last)	(First)	(Middle)
5430 LBJ FREEWAY, SUITE 1700		
(Street)		
DALLAS	TX	75240
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Simmons Lisa K</a>		
(Last)	(First)	(Middle)
THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CONNELLY SERENA S</a>		
(Last)	(First)	(Middle)
THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.
2. Directly held by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.
3. Consists of 1,055,607 shares held directly by the estate of Harold C. Simmons of which Annette C. Simmons is the independent executor and the designated legatee of these shares and 426,601 shares she holds directly. See the Additional Information filed as Exhibit 99 to the statement for a description of the relationships among the reporting owners.
4. Directly held by Serena S. Connelly.

**Remarks:**

Exhibit Index Exhibit 99 Additional Information Exhibit 24.1 Lisa K. Simmons Power of Attorney Exhibit 24.2 Serena S. Connelly Power of Attorney Exhibit 24.3 Harold C. Simmons Family Trust No. 1 Power of Attorney Exhibit 24.4 Harold C. Simmons Family Trust No. 2 Power of Attorney Exhibit 24.5 Annette C. Simmons Power of Attorney

[A. Andrew R. Louis, Attorney-in-fact, for Lisa K. Simmons, Co-Trustee of the Harold C. Simmons Family Trust No. 1](#) 02/25/2014

A. Andrew R. Louis, Attorney-  
in-fact, for Serena S. Connelly, 02/25/2014  
Co-Trustee of the Harold C.  
Simmons Family Trust No. 1

A. Andrew R. Louis, Attorney-  
in-fact, for Lisa K. Simmons, 02/25/2014  
Co-Trustee of the Harold C.  
Simmons Family Trust No. 2

A. Andrew R. Louis, Attorney-  
in-fact, for Serena S. Connelly, 02/25/2014  
Co-Trustee of the Harold C.  
Simmons Family Trust No. 2

A. Andrew R. Louis, Attorney-  
in-fact, for Annette C. 02/25/2014  
Simmons

\*\* 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 5 (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.

**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 Number.**

Additional Information

The following is a description of the relationships between the Reporting Persons and certain related entities or persons that may be deemed to beneficially own shares ("Shares") of the common stock of the issuer, NL Industries, Inc. ("NL").

Lisa K. Simmons and Serena Simmons Connelly are daughters of Harold C. Simmons. Annette C. Simmons is the widow of Harold C. Simmons and serves as independent executor of his estate, has the power to vote and direct the disposition of the Shares held by the estate and is the designated legatee of such Shares.

Substantially all of the outstanding voting stock of Contran Corporation ("Contran") is held by trusts established for the benefit of Lisa K. Simmons and Serena Simmons Connelly, daughters of Harold C. Simmons, and their children (the "Family Trusts"), for which Ms. Lisa Simmons and Ms. Connelly are co-trustees, or is held directly by Ms. Lisa Simmons and Ms. Connelly or persons or entities related to them, including their step-mother Annette C. Simmons, the widow of Harold C. Simmons. Ms. Annette C. Simmons, Ms. Lisa Simmons and Ms. Connelly also serve as members of the board of directors of Contran (the "Contran Board"). Prior to his death on December 28, 2013, Mr. Simmons served as sole trustee of the Family Trusts. As co-trustees of each of the Family Trusts, Ms. Lisa Simmons and Ms. Connelly have the shared power to vote and direct the disposition of the shares of Contran stock held by each of the Family Trusts, and Ms. Lisa Simmons and Ms. Connelly each have the power to vote and direct the disposition of shares of Contran stock they hold directly or which is held by other entities related to them.

Under a voting agreement (the "Voting Agreement") entered into effective February 3, 2014 by the voting stockholders of Contran, the size of the Contran Board was initially fixed at five (5) members; Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons (and, in the event of their death, their heirs) each have the right to designate one of the five members of the Contran Board; and the remaining two members of the Contran Board must consist of Contran management. The Voting Agreement terminates in February 2017 (unless Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons otherwise mutually agree), and the ability of Ms. Lisa Simmons, Ms. Connelly, and Ms. Annette Simmons to each designate one member of the Contran Board is dependent upon each of their continued beneficial ownership of at least 5% of the combined voting stock of Contran. In accordance with such Voting Agreement, each of Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons have been designated as members of the Contran Board as of February 3, 2014, along with two members of Contran management.

The Harold Simmons Foundation, Inc. (the "Foundation") is a tax-exempt foundation organized for charitable purposes. Lisa K. Simmons and Serena Simmons Connelly are the sole members of the Foundation, serve as two of the

three directors on the Foundation's board of directors and are the president and executive vice president, respectively, of the Foundation. They may be deemed to control the Foundation but disclaim beneficial ownership of all Shares that the Foundation holds.

Annette C. Simmons is the sole trustee of a trust of which the beneficiaries are her grandchildren (the "Grandchildren's Trust"), and she has the power to vote and direct the disposition of the shares the trust holds. She disclaims beneficial ownership of any shares that this trust holds.

A trust for which Ms. Annette Simmons is one of the co-trustees is the holder of 100% of the outstanding shares of non-voting preferred stock issued by Valhi Holding Company ("VHC").

Contran is the holder of 100% of the outstanding common stock of Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") and may be deemed to control Dixie Rice. Dixie Rice is the direct holder of 100% of the outstanding common stock of VHC and may be deemed to control VHC.

Lisa K. Simmons, Serena Simmons Connelly and Annette C. Simmons are related to the following persons or entities that directly hold the following percentages of the outstanding Shares of NL:

Valhi, Inc. ("Valhi").....	83.0%
Annette C. Simmons as the independent executor of the estate of Harold C. Simmons and the designated legatee of his Shares.....	2.2%
Annette C. Simmons.....	0.9%
Kronos Worldwide, Inc. ("Kronos Worldwide").....	Less than 0.1%

Valhi may be deemed to control NL.

Lisa K. Simmons, Serena Simmons Connelly and Annette C. Simmons are related to the following persons or entities that directly hold the following percentages of the outstanding shares of Kronos Worldwide common stock:

Valhi.....	50.0%
NL.....	30.4%
Annette C. Simmons.....	0.7%
Annette C. Simmons as the independent executor of the estate of Harold C. Simmons and the designated legatee of his shares of Kronos Worldwide common stock.....	0.7%
Contran.....	0.1%

Together, Valhi, NL and Contran may be deemed to control Kronos Worldwide.

Lisa K. Simmons, Serena Simmons Connelly and Annette C. Simmons are

related to the following persons or entities that directly hold the following percentages of the outstanding shares of Valhi common stock:

VHC.....	93.8%
The Foundation.....	0.7%
Annette C. Simmons as the independent executor of the estate of Harold C. Simmons and the designated legatee of his shares of Valhi common stock.....	0.6%
Annette C. Simmons.....	0.2%
The Grandchildren's Trust .....	Less than 0.1%

VHC may be deemed to control Valhi. Contran may be deemed to control VHC, by virtue of its ownership of Dixie Rice shares.

NL (including a wholly owned subsidiary of NL) and Kronos Worldwide own 14,372,970 shares and 1,724,916 shares, respectively, of Valhi common stock. As already stated, Valhi is the direct holder of approximately 83.0% of the outstanding shares of NL common stock and 50.05% of the Outstanding Shares. As a result of Valhi's direct and indirect ownership of NL and Kronos Worldwide and pursuant to Delaware law and Section 13(d)(4) of the Securities Exchange Act of 1934, as amended, Valhi treats the shares of Valhi common stock that NL and Kronos Worldwide own as treasury stock for voting purposes. For the purposes of this statement, such shares of Valhi common stock that NL and Kronos Worldwide hold are not deemed outstanding.

By virtue of the stock ownership of each of Kronos Worldwide, NL, Valhi, VHC, Dixie Rice and Contran, the role of Ms. Lisa Simmons and Ms. Connelly as co-trustees of the Family Trusts, Ms. Lisa Simmons and Ms. Connelly being beneficiaries of the Family Trusts, the direct holdings of Contran voting stock by each of Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons and entities related to them, the position as a member of the Contran Board by each of Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons, the position as a member of the board of the Foundation by each of Ms. Lisa Simmons and Ms. Connelly, and the rights of each of Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons under the Voting Agreement, in each case as described above, (a) Ms. Lisa Simmons and Ms. Connelly may be deemed to control each of the Family Trusts and the Foundation, (b) Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons may be deemed to control each of Contran, Dixie Rice, VHC, Valhi, NL, Kronos Worldwide and CompX International Inc., a subsidiary of NL, and (c) Ms. Lisa Simmons, Ms. Connelly, Ms. Annette Simmons, Contran, the Foundation, Dixie Rice, VHC, Valhi, NL and Kronos Worldwide may be deemed to possess indirect beneficial ownership of, and a pecuniary interest in, shares of common stock directly held by such entities, including any Shares. However, Ms. Lisa Simmons, Ms. Connelly and Ms. Annette Simmons each disclaims beneficial ownership of all Shares held, directly or indirectly, by any of such entities, except to the extent of her pecuniary interest

Except for the 1,571,716 Shares she and the estate of Harold C. Simmons hold directly, Annette C. Simmons disclaims beneficial ownership of all Shares, except to the extent of her pecuniary interest therein. Lisa K. Simmons and Serena Simmons Connelly each disclaim beneficial ownership



POWER OF ATTORNEY FOR EXECUTING FORMS 3 4 AND 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Andrew B. Nace, A. Andrew R. Louis, M. Paige Savage, and Clarence B. Brown, signing singly, his/her true and lawful attorney-in-fact to:

execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;

do and perform any and all acts for an on behalf of the undersigned that may be necessary or desirable to complete the execution of any such Forms 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and

take any other action of any type whatsoever in connection with the foregoing that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Act.



EXECUTED as of this 25th day of February, 2014.

/s/ Lisa K. Simmons Signature

Lisa K. Simmons Printed Name

POWER OF ATTORNEY FOR EXECUTING FORMS 3 4 AND 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Andrew B. Nace, A. Andrew R. Louis, M. Paige Savage, and Clarence B. Brown, signing singly, his/her true and lawful attorney-in-fact to:

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EXECUTED as of this 25th day of February, 2014.

/s/ Serena S. Connelly Signature

Serena S. Connelly Printed Name

POWER OF ATTORNEY FOR EXECUTING FORMS 3 4 AND 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Andrew B. Nace, A. Andrew R. Louis, M. Paige Savage, and Clarence B. Brown, signing singly, his/her true and lawful attorney-in-fact to:

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EXECUTED as of this 25th day of February, 2014.

/s/ Serena S. Connelly Signature

Serena S. Connelly, Co-Trustee of the Harold C. Simmons Family Trust No. 1 Printed Name

/s/ Lisa K. Simmons Signature

Lisa K. Simmons, Co-Trustee of the Harold C. Simmons Family Trust No. 1 Printed Name

POWER OF ATTORNEY FOR EXECUTING FORMS 3 4 AND 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Andrew B. Nace, A. Andrew R. Louis, M. Paige Savage, and Clarence B. Brown, signing singly, his/her true and lawful attorney-in-fact to:

execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;

do and perform any and all acts for an on behalf of the undersigned that may be necessary or desirable to complete the execution of any such Forms 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and

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EXECUTED as of this 25th day of February, 2014.

/s/ Serena S. Connelly Signature

Serena S. Connelly, Co-Trustee of the Harold C. Simmons Family Trust No. 2 Printed Name

/s/ Lisa K. Simmons Signature

Lisa K. Simmons, Co-Trustee of the Harold C. Simmons Family Trust No. 2 Printed Name

POWER OF ATTORNEY FOR EXECUTING FORMS 3 4 AND 5

Know all by these present, that the undersigned hereby constitutes and appoints each of Andrew B. Nace, A. Andrew R. Louis, M. Paige Savage, and Clarence B. Brown, signing singly, his/her true and lawful attorney-in-fact to:

execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;

do and perform any and all acts for an on behalf of the undersigned that may be necessary or desirable to complete the execution of any such Forms 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and

take any other action of any type whatsoever in connection with the foregoing that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

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EXECUTED as of this 25th day of February, 2014.

/s/ Annette C. Simmons Signature

Annette C. Simmons Printed Name