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

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*  WORRELL TERRY N					2. Issuer Name and Ticker or Trading Symbol NL INDUSTRIES INC [ NL ]									neck all ap			10% Owner	
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 05/21/2008											10		her (specify low)	
5430 LBJ FREEWAY, SUITE 1700  (Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicabl Line)				
S TX	7	5240												Forr	n filed by Moi			
(Sta	ate) (Z	Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date				Execution Date, if any			Date,	Transaction Disposed Of (D) (Institution Code (Instr. and 5)					Secu Bene Owne	rities ficially d	Form: Dire (D) or Indirect (I)			
								Code	v	Amount			Price	Repo Trans	rted action(s)	(11301. 4)	(msu. 4)	
Common stock \$0.125 par value 05/21/2					008			<b>A</b> <sup>(1)</sup>		1,000 A		A	(1)		5,000			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
. Title of Derivative Security Price of Derivative Security			ion Date,	Code (Ir	Transaction Of Code (Instr. 8) Security Acquired (A) of Disp of (D (Instrand			6. Date Exercisable and Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr 3 and 4)		ount	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Owners Form: Direct ( or Indi (I) (Inst	Beneficial Ownership ect (Instr. 4)	
	(Fire J FREEWA S TX (State Security (Instance Stock \$0.12	(First) (Note of the content of the	(First) (Middle)  J FREEWAY, SUITE 1700  S TX 75240  (State) (Zip)  Table I - N  Security (Instr. 3)  stock \$0.125 par value  Table II  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  J FREEWAY, SUITE 1700  STA 75240  (State) (Zip)  Table I - Non-Derive (Month/Date (Month/Date (E.g., ptoper of perivative (Month/Day/Year))  2. Table II - Derivate (E.g., ptoper of perivative)  2. Stock \$0.125 par value  2. Conversion or Exercise Price of Derivative  [Month/Day/Year)  [Month/Day/Year]	NL   3. Date   05/21/2008	(First) (Middle)  J FREEWAY, SUITE 1700  Table I - Non-Derivative Security (Instr. 3)  Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year)	(First) (Middle)  J FREEWAY, SUITE 1700  Table I - Non-Derivative Securities  (State) (Zip)  Table I - Non-Derivative Securities  (Month/Day/Year)  Stock \$0.125 par value  Table II - Derivative Securities (e.g., puts, calls, warrange)  (e.g., puts, calls, warrange)	(First) (Middle)  J FREEWAY, SUITE 1700  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	NL INDUSTRIES INC	NL INDUSTRIES INC   N	NL INDUSTRIES INC [NL]	NL INDUSTRIES INC [ NL ]   3. Date of Earliest Transaction (Month/Day/Year)   05/21/2008   4. If Amendment, Date of Original Filed (Month/Day/Year)   05/21/2008   4. If Amendment, Date of Original Filed (Month/Day/Year)   05/21/2008   4. If Amendment, Date of Original Filed (Month/Day/Year)   05/21/2008   4. Securities Acquired, Disposed of, or Date (Month/Day/Year)   05/21/2008   2. Transaction Date (Month/Day/Year)   05/21/2008   2. Transaction Date (Month/Day/Year)   05/21/2008   2. Transaction Date (e.g., puts, calls, warrants, options, convertible security   05/21/2008   5. Number of Date (Month/Day/Year)   5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year)   0. Date (Month/	NL INDUSTRIES INC   NL	Code   V   Amount   Code (Instr. 3)   Stock \$0.125 par value   Derivative   Securities   Acquired (Month/Day/Year)   Security   Se	NL INDUSTRIES INC [NL]   Steel   Ste	SELL TERRY N   (Niddle)   3. Date of Earliest Transaction (Month/Day/Year)   (Officer (give title below)   (Officer (give ti	Check all applicable   X Director   100   X Director   100   Officer (give title   Other   O	

## Explanation of Responses:

1. Shares issued for no cash consideration to nonemployee directors under the NL Industries, Inc. 1998 Long-Term Incentive Plan.

A. Andrew R. Louis, Attorneyin-fact, Terry N. Worrell 05/23/2008

\*\* 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.

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