

UNITED STATES  
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 the earliest event reported)  
August 31, 2004  
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NL Industries, Inc.  
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(Exact name of Registrant as specified in its charter)

|  |   |  |
|--|---|--|
| New Jersey<br>-----<br>(State or other<br>jurisdiction of<br>incorporation)                      | 1-640<br>-----<br>(Commission<br>File Number) | 13-5267260<br>-----<br>(IRS Employer<br>Identification<br>No.) |
| 5430 LBJ Freeway, Suite 1700, Dallas, Texas<br>-----<br>(Address of principal executive offices) |   | 75240-2697<br>-----<br>(Zip Code)                              |

Registrant's telephone number, including area code  
(972) 233-1700  
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(Former name or former address, if changed  
since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

The registrant hereby furnishes the information set forth in its press release issued on August 31, 2004, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information, including the exhibit, the registrant furnishes in this report is not deemed "filed" for purposes of section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Registration statements or other documents filed with the Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| Item No. | Exhibit Index   |
|----------|---|
| 99.1     | Press Release dated August 31, 2004 issued by the registrant. |

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 hereunto duly authorized.

NL INDUSTRIES, INC.  
(Registrant)

By: /s/ A. Andrew R. Louis  
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A. Andrew R. Louis  
Assistant Secretary

Date: August 31, 2004

INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release dated August 31, 2004 issued by the registrant. |

NL INDUSTRIES, INC.  
Three Lincoln Centre  
5430 LBJ Freeway, Suite 1700  
Dallas, Texas 75240-2697

Contact: Gregory M. Swalwell  
Vice President, Finance  
and Chief Financial Officer  
(972) 450-4228

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PRESS RELEASE  
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FOR IMMEDIATE RELEASE

NL INDUSTRIES, INC. ANNOUNCES 2004 THIRD QUARTER DIVIDEND

DALLAS, TEXAS - August 31, 2004 - NL Industries, Inc. (NYSE: NL) announced that its board of directors has declared a regular quarterly dividend of twenty cents per share on its common stock. The dividend will be paid in the form of common stock of Kronos Worldwide, Inc. (NYSE: KRO) owned by NL, valued based on the closing sales price of Kronos Worldwide common stock on August 26, 2004 of \$32.40 per share. The dividend is payable on September 28, 2004 to shareholders of record at the close of business on September 13, 2004. Shareholders will receive cash in lieu of fractional shares of Kronos Worldwide common stock.

NL Industries, Inc. is a major international producer of titanium dioxide pigments through its subsidiary, Kronos Worldwide.

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