

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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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* <u>SIMMONS HAROLD C</u>  (Last) (First) (Middle) 5430 LBJ FREEWAY, SUITE 1700  (Street) DALLAS TX 75240  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NL INDUSTRIES INC [ NL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock \$0.125 par value	01/21/2011		P		700	A	\$11.55	1,007,845	D	
Common stock \$0.125 par value	01/21/2011		P		1,300	A	\$11.58	1,009,145	D	
Common stock \$0.125 par value								40,387,531	I	by Valhi <sup>(1)</sup>
Common stock \$0.125 par value								222,100	I	by TFCM <sup>(2)</sup>
Common stock \$0.125 par value								292,225	I	by Spouse <sup>(3)</sup>
Common stock \$0.125 par value								2,000	I	by Kronos <sup>(4)</sup>

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
- Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
- Directly held by the reporting person's spouse. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.
- Directly held by Kronos Worldwide, Inc.. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

**Remarks:**

Exhibit Index Exhibit 99 - Additional Information

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 01/21/2011

\*\* 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.

**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.**

Valhi, Inc. ("Valhi"), Harold C. Simmons, Annette C. Simmons, TIMET Finance Management Company ("TFMC") and Kronos Worldwide, Inc. ("Kronos") are the direct holders of approximately 83.0%, 2.1%, 0.6%, 0.5% and less than 1.0%, respectively, of the outstanding common stock of the issuer, NL Industries, Inc. ("NL"). Titanium Metals Corporation ("TIMET") is the sole stockholder of TFMC.

Valhi, NL, Harold C. Simmons, TFMC, Annette C. Simmons and Contran Corporation ("Contran") are the direct holders of approximately 50.0%, 30.4%, 0.4%, 0.1%, 0.1% and less than 0.1%, respectively, of the outstanding common stock of Kronos.

Valhi Holding Company ("VHC"), Annette C. Simmons, The Combined Master Retirement Trust (the "CMRT"), Harold C. Simmons, Kronos, NL, Valhi, Contran and the Harold Simmons Foundation, Inc. (the "Foundation") are the holders of approximately 24.9%, 12.1%, 8.6%, 3.1%, 1.6%, 0.8%, 0.5%, 0.4% and less than 0.1%, respectively, of the outstanding shares of common stock of TIMET. NL's percentage ownership of TIMET common stock includes 0.3% directly held by a subsidiary of NL.

VHC, TFMC, the Foundation, the Contran Amended and Restated Deferred Compensation Trust (the "CDCT"), Harold C. Simmons, Annette C. Simmons, the CMRT and Contran are the direct holders of 92.4%, 1.3%, 0.9%, 0.3%, 0.3%, 0.2%, 0.1% and less than 0.1%, respectively, of the common stock of Valhi. Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") is the direct holder of 100% the outstanding common stock of VHC. Contran is the holder of 100% of the outstanding common stock of Dixie Rice.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee, or is held by Mr. Simmons or persons or entities related to Mr. Simmons. As sole trustee of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The Foundation directly holds less than 0.1% of the outstanding shares of TIMET common stock and 0.9% of the outstanding Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board and chief executive officer of the Foundation and may be deemed to control the Foundation.

The CMRT directly holds approximately 8.6% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. Contran sponsors the CMRT to permit the collective investment by master trusts

that maintain the assets of certain employee benefit plans Contran and related companies adopt. Harold C. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. Contran's board of directors selects the trustee and members of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT. He disclaims beneficial ownership of any shares held by the CMRT, except to the extent of his individual vested beneficial interest, if any, in the assets held by the CMRT.

The CDCT directly holds approximately 0.3% of the outstanding shares of the common stock of Valhi. U.S. Bank National Association serves as the trustee of the CDCT. Contran established the CDCT as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT, Contran (i) retains the power to vote the shares of the issuer's common stock held directly by the CDCT, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

Harold C. Simmons is the chairman of the board and chief executive officer of NL and the chairman of the board of each of Kronos, TIMET, Valhi, VHC, Dixie Rice, Southwest and Contran.

By virtue of the holding of the offices, the stock ownership and his service as trustee, all as described above, (a) Mr. Simmons may be deemed to control the entities described above and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of shares of NL common stock that Valhi, TFMC and Kronos hold directly. However, Mr. Simmons disclaims beneficial ownership of the shares of NL common stock beneficially owned, directly or indirectly, by any of such entities.

NL and a subsidiary of NL directly own 3,604,790 shares and 1,186,200 shares, respectively, of Valhi common stock. Kronos directly owns 197,873 shares of Valhi common stock. As already discussed, Valhi is the direct holder of 83.0% of the outstanding shares of NL common stock and 50% of the outstanding shares of Kronos common stock. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL, the subsidiary of NL and Krc

Annette C. Simmons, Harold C. Simmons' spouse, is the direct owner of 292,225 shares of NL common stock, 21,825,875 shares of TIMET common stock, 219,796 shares of Valhi common stock and 54,856 shares of Kronos. Mr. Simmons may be deemed to share indirect beneficial ownership of such securities. Mr. Simmons disclaims beneficial ownership of all securities that his spouse holds directly.

Mr. Harold C. Simmons is the direct owner of 1,035,054 shares of NL common stock, 5,628,787 shares of TIMET common stock, 343,183 shares of Valhi common stock and 258,720 shares of Kronos.

A trust of which Harold C. Simmons and his spouse are co-trustees and

the beneficiaries are the grandchildren of his spouse, is the direct holder of 15,432 shares of TIMET common stock and 31,800 shares of Valhi common stock. Mr. Simmons, as co-trustee of this trust, has the power to vote and direct the disposition of the shares the trust holds. Mr. Simmons disclaims beneficial ownership of any shares that this trust holds.