

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

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* <b>CONTRAN CORP</b>  (Last) (First) (Middle) <b>5430 LBJ FREEWAY, SUITE 1700</b>  (Street) <b>DALLAS TX 75240</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>KRONOS WORLDWIDE INC [ KRO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/16/2008</b>	
	4. 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 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 \$0.01 par value	10/16/2008		J <sup>(1)</sup>		47,900	A	\$10	17,564,332 <sup>(2)</sup>	I	by NL
Common Stock \$0.01 par value								28,995,021 <sup>(3)</sup>	I	by Valhi
Common Stock \$0.01 par value								5,203 <sup>(4)</sup>	I	by TFMC

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	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person* <b>CONTRAN CORP</b>  (Last) (First) (Middle) <b>5430 LBJ FREEWAY, SUITE 1700</b>  (Street) <b>DALLAS TX 75240</b>  (City) (State) (Zip)
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1. Name and Address of Reporting Person \*

[VALHI INC /DE/](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[VALHI HOLDING CO](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[DIXIE RICE AGRICULTURE CORP INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[TITANIUM METALS CORP](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[TIMET FINANCE MANAGEMENT CO](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[NL INDUSTRIES INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[SIMMONS HAROLD C](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

**Explanation of Responses:**

1. Open market purchase by NL Industries, Inc.. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
2. Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
3. Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
4. Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

**Remarks:**

Mr. Harold C. Simmons and his spouse directly hold 152,867 and 49,856 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of Mr. Simmons to the other persons joining in this filing. Exhibit Index: Exhibit 99 - Additional Information

[A. Andrew R. Louis, Secretary,  
for Contran Corporation](#) 10/16/2008

[A. Andrew R. Louis, Secretary,  
for Valhi, Inc.](#) 10/16/2008

[A. Andrew R. Louis, Secretary,  
for Valhi Holding Company](#) 10/16/2008

[A. Andrew R. Louis, Secretary,  
for Dixie Rice Agricultural  
Corporation, Inc.](#) 10/16/2008

[A. Andrew R. Louis, Assistant  
Secretary, for Titanium Metals  
Corporation](#) 10/16/2008

[Gregory M. Swalwell, Vice  
President, for TIMET Finance  
Management Company](#) 10/16/2008

[A. Andrew R. Louis, Secretary,  
for NL Industries, Inc.](#) 10/16/2008

[A. Andrew R. Louis, Attorney-  
in-fact, for Harold C. Simmons](#) 10/16/2008

\*\* 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.

**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"), NL Industries, Inc. ("NL") and TIME Finance Management Company ("TFMC") are the holders of 59.2%, 35.9% and 0.1%, respectively, of the outstanding shares of common stock, par value \$0.01 per share ("C

Titanium Metals Corporation ("TIMET") directly owns 100% of the outstanding common stock of TPMC. Valhi Holding Company ("VHC"), Harold C. Simmons' spouse, The Combined Master Retirement Trust (the "CMRT"), Harold C. Simmons

Valhi and TFMC are the direct holders of approximately 83.2% and 0.5%, respectively, of the outstanding common stock of NL. VHC, TFMC, the Foundation and the CMRT are the direct holders of 92.5%, 1.1%, 0.9% and 0.1%, respectively.

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

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

The Foundation directly holds approximately 0.2% of the outstanding shares of TIMET common stock and 0.9% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable pu

The CMRT directly holds approximately 8.5% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. Contran sponsors the CMRT, which permits the collective investment by maste

By virtue of the holding of the offices, the stock ownership and his services as trustee, all as described above, (a) Harold C. Simmons may be deemed to control such entities and (b) Mr. Simmons and certain of such entities

Harold C. Simmons' spouse is the direct owner of 49,856 shares of Common Stock, 269,775 shares of NL common stock, 21,825,875 shares of TIMET common stock and 200,900 shares of Valhi common stock. Mr. Simmons may be deemed to

Harold C. Simmons directly holds 152,867 shares of Common Stock, 880,600 shares of NL common stock, 7,275,239 shares of TIMET common stock and 4,383 shares of Valhi common stock.

A trust, of which Harold C. Simmons and his spouse are trustees and the beneficiaries are the grandchildren of his spouse, is the direct holder of 17,432 of TIMET common stock and 34,000 shares of Valhi common stock. Mr. Sim

NL and a subsidiary of NL directly own 3,522,967 and 1,188,200 shares of Valhi common stock, respectively. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL and the subsidiary of NL own as treas