

**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

<b>1. Name and Address of Reporting Person*</b> <u>CONTRAN CORP</u>  (Last) (First) (Middle) <u>5430 LBJ FREEWAY, SUITE 1700</u>  (Street) <u>DALLAS TX 75240</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>KRONOS WORLDWIDE INC [ KRO ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/03/2008</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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	12/03/2008		J <sup>(1)</sup>		400	A	\$9.05	17,565,132	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		100	A	\$9.2	17,565,232	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		200	A	\$9.24	17,565,432	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		200	A	\$9.25	17,565,632	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		2,200	A	\$9.34	17,567,832	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		200	A	\$9.44	17,568,032	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		200	A	\$9.5	17,568,232	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		100	A	\$9.7	17,568,332	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		500	A	\$9.75	17,568,832	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		800	A	\$9.95	17,569,632	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		1,800	A	\$9.97	17,571,432	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		100	A	\$9.99	17,571,532	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/03/2008		J <sup>(1)</sup>		1,800	A	\$10	17,573,332	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		500	A	\$9.3	17,573,832	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		100	A	\$9.34	17,573,932	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		100	A	\$9.46	17,574,032	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		400	A	\$9.67	17,574,432	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		1,000	A	\$9.78	17,575,432	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		300	A	\$9.8	17,575,732	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		100	A	\$9.94	17,575,832	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		200	A	\$9.98	17,576,032	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/04/2008		J <sup>(1)</sup>		1,000	A	\$9.99	17,577,032	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value								28,995,021	I	by Valhi <sup>(3)</sup>
Common Stock \$0.01 par value								5,203	I	by TFMC <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	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person\*

[CONTRAN CORP](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

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 185,767 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](#) [12/05/2008](#)  
for Contran Corporation

[A. Andrew R. Louis, Secretary](#) [12/05/2008](#)  
for Valhi, Inc.

[A. Andrew R. Louis, Secretary](#) [12/05/2008](#)  
for Valhi Holding Company

[A. Andrew R. Louis, Secretary](#) [12/05/2008](#)  
for Dixie Rice Agricultural  
Corporation, Inc.

A. Andrew R. Louis, Assistant  
Secretary, for Titanium Metals  
Corporation 12/05/2008

Gregory M. Swalwell, Vice  
President, for TIMET Finance  
Management Company 12/05/2008

A. Andrew R. Louis, Secretary,  
for NL Industries, Inc. 12/05/2008

A. Andrew R. Louis, Attorney-  
in-fact, for Harold C. Simmons 12/05/2008

\*\* 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.**

Exhibit 99 Additional Information

Valhi, Inc. ("Valhi"), NL Industries, Inc. ("NL"), Harold C. Simmons, Harold C. Simmons' spouse and TIMET Finance Management Company ("TFMC") are the holders of 59.2%, 35.9%, 0.4%, 0.1% and less than 0.1%, respectively, of the outstanding common stock of Valhi. Titanium Metals Corporation ("TIMET") directly owns 100% of the outstanding common stock of TFMC. Valhi Holding Company ("VHC"), Harold C. Simmons' spouse, The Combined Master Retirement Trust (the "CMRT"), Harold C. Simmons' spouse and Valhi are the direct holders of approximately 83.1% 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, of the outstanding common stock of Valhi. 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 the Foundation. 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 purposes. 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 master limited partners. 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 may be deemed to control 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 control such entities. Harold C. Simmons directly holds 185,767 shares of Common Stock, 880,600 shares of NL common stock, 7,295,239 shares of TIMET common stock and 97,683 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. Simmons may be deemed to control such entities. NL and a subsidiary of NL directly own 3,532,867 and 1,186,200 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 treasury stock.