

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 FRWY</b> <b>SUITE 1700</b>  (Street) <b>DALLAS TX 75240</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NL INDUSTRIES INC [ NL ]</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>05/17/2004</b>	
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	05/17/2004		J <sup>(1)</sup>		129,600	A	\$10.88	129,600	I	by TFMC <sup>(2)</sup>
Common stock \$0.125 par value	05/18/2004		J <sup>(1)</sup>		20,400	A	\$10.9968	150,000	I	by TFMC <sup>(2)</sup>
Common stock \$0.125 par value								30,135,390	I	by Valhi <sup>(3)</sup>
Common stock \$0.125 par value								10,215,541	I	by Tremont <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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <b>CONTRAN CORP</b>  (Last) (First) (Middle) <b>5430 LBJ FRWY</b> <b>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 FRWY  
STE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[NATIONAL CITY LINES INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY  
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TREMONT LLC](#)

(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)

1999 BROADWAY  
STE 4300

(Street)

DENVER CO 80202

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SIMMONS HAROLD C](#)

(Last) (First) (Middle)

THREE LINCOLN CENTRE  
5430 LBJ FREEWAY STE 1700

(Street)

DALLAS TX 75240-2697

(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\*

[NOA INC](#)

(Last) (First) (Middle)  
5430 LBJ FREEWAY  
SUITE 1700

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SOUTHWEST LOUISIANA LAND CO INC](#)

(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)  
913 N MARKET ST  
SUITE 217

(Street)  
WILMINGTON DE 19801

(City) (State) (Zip)

**Explanation of Responses:**

1. Open market purchase by TIMET Finance Management Company. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
2. Directly held by TIMET Finance Management Company. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
3. Directly held by Valhi, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
4. Directly held by Tremont LLC. See the Additional Information filed as an exhibit 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 23,800 and 69,475 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. This form is also filed on behalf of: Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, by /s/ A. Andrew R. Louis, Secretary (signed 05/19/2004) and Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 05/19/2004). See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.

[A. Andrew R. Louis, Secretary](#), 05/19/2004  
for Contran Corporation

[A. Andrew R. Louis, Secretary](#), 05/19/2004  
for Valhi, Inc.

A. Andrew R. Louis, Secretary, 05/19/2004  
for National City Lines, Inc.

A. Andrew R. Louis, Secretary, 05/19/2004  
for Tremont LLC

A. Andrew R. Louis, Assistant  
Secretary, for Titanium Metals 05/19/2004  
Corporation

A. Andrew R. Louis, Attorney 05/19/2004  
in fact, for Harold C. Simmons

A. Andrew R. Louis, Secretary,  
for Dixie Rice Agricultural 05/19/2004  
Corporation, Inc.

A. Andrew R. Louis, Secretary, 05/19/2004  
for NOA, Inc.

A. Andrew R. Louis, Secretary,  
for Southwest Louisiana Land 05/19/2004  
Company, Inc.

Gregory M. Swalwell, Vice  
President, for TIMET Finance 05/19/2004  
Management Company

\*\* 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"), Tremont LLC ("Tremont") and TIMET Finance Management Company ("TFMC") are the direct holders of approximately 62.3%, 21.1% and 0.3%, respectively, of the outstanding common stock of the issuer, NL Industries, Inc. ("NL"). Together, Valhi and Tremont may be deemed to control NL. Valhi is the sole member of Tremont and may be deemed to control Tremont. Titanium Metals Corporation ("TIMET") is the sole stockholder of TFMC and may be deemed to control TFMC. Tremont, The Combined Master Retirement Trust (the "CMRT") and Valhi are the direct holders of approximately 39.7%, 8.4% and 1.1%, of the outstanding shares of TIMET common stock. Valhi also directly holds 14,700 6/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities of the TIMET Capital Trust I (the "BUCs") that are convertible into 1,968 shares of TIMET common stock, or approximately 0.1% of the outstanding shares of TIMET common stock assuming the full conversion of only the BUCs Valhi directly holds. The spouse of Harold C. Simmons directly holds 1,600,000 BUCs that are convertible into 214,240 shares of TIMET common stock, or approximately 6.3% of the outstanding shares of TIMET common stock assuming the full conversion of only the BUCs she directly holds. Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), Contran Corporation ("Contran"), the Harold Simmons Foundation, Inc. (the "Foundation"), the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and the CMRT are the direct holders of 77.6%, 9.1% 3.1%, 0.9%, 0.4% and 0.1%, respectively, of the common stock of Valhi. Together, VGI, National and Contran may be deemed to control Valhi. National, NOA, Inc. ("NOA") and Dixie Holding Company ("Dixie Holding") are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Together, National, NOA and Dixie Holding may be deemed to control VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding common stock of National and together may be deemed to control National. Contran and Southwest Louisiana Land Company, Inc. ("Southwest") are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA and together may be deemed to control NOA. Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") is the direct holder of 100% of the outstanding common stock of Dixie Holding and may be deemed to control Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and may be deemed to control Dixie Rice. Contran is also the holder of approximately 88.9% of the outstanding common stock of Southwest and may be deemed to control Southwest.

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.

Harold C. Simmons is the chairman of the board and chief executive officer of the issuer and the chairman of the board of each of Tremont, Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran.

The Foundation directly holds approximately 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 CDCT No. 2 directly holds approximately 0.4% of the outstanding Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owed to Harold C. Simmons. If the CDCT No. 2 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 No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2; (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

The CMRT directly holds approximately 8.4% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. Valhi established the CMRT to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi 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. Valhi'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 the shares held by the CMRT, except to the extent of his individual vested beneficial interest, if any, in the assets held by the CMRT.

Valmont Insurance Company, a wholly owned subsidiary of Valhi ("Valmont"), NL and a subsidiary of NL directly own 1,000,000 shares, 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock. Valhi is the sole stockholder of Valmont and may be deemed to control Valmont. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that Valmont, NL and the subsidiary of NL own directly as treasury stock for voting purposes and for the purposes of this statement are not deemed outstanding.

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, Tremont and TFMC 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.

Harold C. Simmons' spouse is the direct owner of 69,475 shares of NL common stock and 1,600,000 BUCs. 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.

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 4,760 shares of TIMET common stock. Mr. Simmons disclaims beneficial ownership of these shares