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 earliest event reported): July 2, 1998

NL INDUSTRIES, INC.

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(Exact name of registrant as specified in charter)

New Jersey 1-640 13-5267260

(State or other (Commission File No.) (Employer ID No.) jurisdiction of incorporation)

Registrant's telephone number, including area code (281) 423-3300

Not Applicable (Former name or former address, if changed since last report)

Item 5. Other Events.

On July 2, 1998, the Registrant issued the press release attached hereto as Exhibit 99.1 and incorporated herein in its entirety by this reference.

- Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.
 - (c) Exhibits
 - (i) Exhibit 99.1. Press Release dated July 2, 1998.

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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 thereunto duly authorized.

NL INDUSTRIES, INC.
(Registrant)

/s/ David B. Garten

David B. Garten Vice President, Secretary & General Counsel

Dated: July 7, 1998

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

NL INDUSTRIES, INC. ANNOUNCES COMPLETION OF SETTLEMENT OF SHAREHOLDER LAWSUIT

HOUSTON, TEXAS -- July 2, 1998 -- NL Industries, Inc. (NYSE:NL) announced today that NL and Valhi, Inc. have completed the previously reported settlement of a shareholder derivative action (Seinfeld v. Simmons, et al) which was pending in the Chancery Division of the New Jersey Superior Court. Under the final, court approved settlement, Valhi has transferred \$14.4 million in cash to NL, and NL will pay plaintiffs' attorneys' fees and expenses of \$3.2 million.

 NL Industries, $\operatorname{Inc.}$ is a major international producer of titanium dioxide pigments.

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