

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

1. Name and Address of Reporting Person* STAFFORD THOMAS P (Last) (First) (Middle) C/O WACKENHUT CORP 4200 WACKENHUT DRIVE #100 (Street) PALM BEACH FL 33410-4243 GARDENS (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NL INDUSTRIES INC [NL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2004	
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	09/30/2004		M		2,000	A	\$5.185	7,000	D	
Common stock \$0.125 par value	09/30/2004		M		2,000	A	\$5.8125	9,000	D	
Common stock \$0.125 par value	09/30/2004		M		2,000	A	\$11.888	11,000	D	
Common stock \$0.125 par value	09/30/2004		S		6,000	D	\$18.7	5,000	D	

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						Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$5.185	09/30/2004		M		2,000	(1)	02/01/2007	Common Stock, \$0.125 par value	2,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$5.8125	09/30/2004		M		2,000	(2)	02/01/2005	Common Stock, \$0.125 par value	2,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.888	09/30/2004		M		2,000	(3)	02/01/2006	Common Stock, \$0.125 par value	2,000	\$0	0	D	

Explanation of Responses:

- Granted pursuant to the NL Industries, Inc. 1998 Long-Term Incentive Plan on February 1, 2002. Options granted become exercisable at a rate of 100% on the first anniversary of the grant.
- Granted pursuant to the NL Industries, Inc. 1998 Long-Term Incentive Plan on February 4, 2000. Options granted become exercisable at a rate of 100% on the first anniversary of the grant.

3. Granted pursuant to the NL Industries, Inc. 1998 Long-Term Incentive Plan on February 1, 2001. Options granted become exercisable at a rate of 100% on the first anniversary of the grant.

A. Andrew R. Louis, Attorney
in fact, for Thomas P. Stafford

10/01/2004

** 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.

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