

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): February 24, 1994

NL INDUSTRIES, INC.

(Exact name of registrant as specified in charter)

New Jersey 1-640 13-5267260

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

3000 N. Sam Houston Parkway East, Houston, Texas 77032

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (713) 987-5000

Not Applicable

(former name or former address, if changed since last report)

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ITEM 5. OTHER EVENTS.

On February 24, 1994, 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 February 24, 1994.

* * * * *

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
and General Counsel

Dated: February 25, 1994

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EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

NL INDUSTRIES, INC. SETTLES LITIGATION
AGAINST LOCKHEED CORPORATION

HOUSTON, TX...February 24, 1994...NL Industries, Inc. announced today that it has settled its pending lawsuit against Lockheed Corporation and Lockheed's directors. Under the settlement, Lockheed paid NL \$27 million in cash. In connection with the settlement, NL and Lockheed agreed to dismiss the pending proceedings and to release all claims that each may have against the other.

NL stated that the litigation arose out of NL's claims, among others, that Lockheed had violated the federal securities laws by making false and misleading statements about its employee stock ownership plan that impacted the value of the Lockheed stock formerly owned by NL. The jury concluded in December 1992 verdict that Lockheed violated the antifraud provisions of the federal securities laws and awarded NL \$30 million. Both companies appealed.

NL's Chairman, Harold C. Simmons, expressed satisfaction with the resolution of the disputes with Lockheed and its management.

NL Industries, Inc., a producer of titanium dioxide pigments and specialty chemicals, is headquartered in Houston, Texas. NL's common stock is traded on the New York and Pacific Stock Exchanges under the symbol "NL".

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