

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K / A-1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 - For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-640

NL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

New Jersey

13-5267260

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

16825 Northchase Drive, Suite 1200, Houston, Texas

77060-2544

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(281) 423-3300

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common stock (\$.125 par value)

New York Stock Exchange
Pacific Exchange

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

As of June 28, 2002, 48,831,984 shares of common stock were outstanding. The aggregate market value of the 8,345,399 shares of voting stock held by non-affiliates of the registrant at June 28, 2002 approximated \$127 million.

There were 47,693,884 shares of common stock outstanding at March 12, 2003.

Documents incorporated by reference:

The information required by Part III is incorporated by reference from the Registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report.

The undersigned Registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the year ended December 31, 2002 as set forth below and in the pages attached

hereto:

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES,
AND REPORTS ON FORM 8-K.

Exhibit No. 99.1, Annual Report of NL Industries, Inc. Retirement
Savings Plan on Form 11-K for the year ended December 31, 2002 (filed
as an amendment to the Registrant's Annual Report on Form 10-K for
the year ended December 31, 2002).

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

NL INDUSTRIES, INC.

(Registrant)

Dated: June 26, 2003

By: /s/ Robert D. Hardy

Robert D. Hardy
Vice President, Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, J. Landis Martin, the Chief Executive Officer of NL Industries, Inc., certify that:

- (1) I have reviewed this annual report on Form 10-K/A-1 of NL Industries, Inc.;
- (2) Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: June 26, 2003

/s/ J. Landis Martin

J. Landis Martin
Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert D. Hardy, the Chief Financial Officer of NL Industries, Inc., certify that:

- (1) I have reviewed this annual report on Form 10-K/A-1 of NL Industries, Inc.;
- (2) Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: June 26, 2003

/s/ Robert D. Hardy

Robert D. Hardy
Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

[X] Annual report pursuant to Section 15(d) of the Securities Exchange Act
of 1934 - for the fiscal year ended December 31, 2002

or

[] Transition report pursuant to Section 15(d) of the Securities Exchange
Act of 1934 - for the transition period from _____ to _____

Commission file number 1-640

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

NL INDUSTRIES, INC.
16825 Northchase Drive, Suite 1200
Houston, Texas 77060-2544

NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

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Exhibit C - Certification of Chief Financial Officer of NL Industries, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	

SIGNATURE

Pursuant to the requirements of the Securities Act of 1934, the Administrator has duly caused this Annual Report to be signed by the undersigned thereunto duly authorized.

NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

By: NL INDUSTRIES, INC.
PENSION AND EMPLOYEE
BENEFITS COMMITTEE,
Administrator of
NL Industries, Inc.
Retirement Savings Plan

By: /s/ Robert D. Hardy

Robert D. Hardy
Chairman, Pension and
Employee Benefits Committee

June 26, 2003

NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT AUDITORS

December 31, 2002

NL INDUSTRIES INC.
RETIREMENT SAVINGS PLAN

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All other schedules are omitted because they are not applicable or not required.

REPORT OF INDEPENDENT AUDITORS

To the Participants and the Pension and Employee Benefits Committee of
NL Industries, Inc.:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the NL Industries, Inc. Retirement Savings Plan (the "Plan") at December 31, 2002 and 2001, and the changes in net assets available for benefits for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, as listed on the accompanying index, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Houston, Texas
June 20, 2003

NL INDUSTRIES, INC.
 RETIREMENT SAVINGS PLAN
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2002 and 2001

	2002	2001
	-----	-----
ASSETS		
Investments at fair value	\$21,199,959	\$23,164,216
Employer contributions receivable	643,247	626,128
Cash	18,077	656
Loans to participants	69,612	66,580
	-----	-----
Net assets available for benefits	\$21,930,895	\$23,857,580
	=====	=====

See accompanying notes to financial statements.
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NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2002

	2002

Additions:	
Investment loss:	
Net depreciation in the fair value of investments	\$ (1,788,931)
Dividend income:	
NL Industries, Inc.	153,136
Halliburton Company	3,218
Tremont Corporation	381
Other	102,407
Interest income	605,422

Total investment loss	(924,367)

Contributions:	
Participants	662,646
Employer	643,247

Total contributions	1,305,893

Total increase	381,526
Deductions - distributions	2,308,211

Net decrease	(1,926,685)
Net assets available for benefits:	
Beginning of year	23,857,580

End of year	\$ 21,930,895
	=====

See accompanying notes to financial statements.
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NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of significant accounting policies:

The financial statements of the NL Industries, Inc. Retirement Savings Plan (the "Plan") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The following is a summary of the significant accounting policies followed by the Plan.

Investments

Investments are recorded at fair value based upon the quoted market price reported on the last trading day of the period for those securities listed on a national securities exchange. Listed securities for which no sale was reported on that date are valued at the mean between the last reported bid and ask prices. Short-term investments are stated at fair value.

Purchases and sales of investments are reflected on a trade-date basis. Gains or losses on sales of securities are based on average cost. The Plan presents in the statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of realized gains or losses and unrealized appreciation (depreciation) on investments.

Contributions

Contributions from employees are recorded in the period the employer makes payroll deductions from Plan participants. Employer contributions, if any, are accrued by the end of each year and are received in the subsequent year.

Investment income

Income (loss) from investments is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

Payment of benefits

Benefits are recorded when paid.

Termination of Plan

Although it has not expressed any intent to do so, NL Industries, Inc. ("NL") has the right under the Plan to discontinue contributions and to terminate the Plan at any time subject to guidelines set forth in the Employee Retirement Income Security Act of 1974 ("ERISA"). In the event of such a discontinuance or termination of the Plan, all participants become fully vested and the net assets of the Plan would be allocated to the Plan participants as prescribed by the Plan document, ERISA, and the Internal Revenue Code.

Management's Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions, when applicable, that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment fund options, which include common stocks, common collective trusts and mutual funds and/or combinations thereof. Investment securities are exposed to various risk factors, such as interest rates, market conditions and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Note 2 - Plan description:

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan's principal objective is to provide eligible employees of NL and certain U.S. subsidiaries (the "Company") with a convenient way to save on a regular and long-term basis. The majority of the Company's U.S. employees are eligible to voluntarily participate in the Plan after six months of employment. At December 31, 2002, there were 80 active participants (participants currently employed by the Company) and 230 total participants. Active participants may make basic contributions of between 0% and 8% of their eligible compensation. Basic contributions may consist of a combination of pre-tax and after-tax earnings. Generally, pre-tax contributions are excluded from the employee's taxable income until they are distributed. Eligible employees that have elected to make the maximum basic contribution of 8% may also make a supplemental pre-tax or after-tax contributions of between 1% and up to 92% of their eligible compensation. Pursuant to the Internal Revenue Code, pre-tax contributions are limited to \$11,000 in 2002 and total employee contributions (pre-tax and after-tax) and employer contributions are limited to \$40,000 in 2002. Employees age 50 or over may contribute an additional pre-tax contribution as a catch-up contribution (\$1,000 annual maximum for 2002). Catch-up contributions are permitted by Section 631 of the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA").

Also, in accordance with EGTRRA, participants are limited in the amount of salary reduction contributions which they may make to the Plan under Section 402(g) of the Internal Revenue Code. Highly compensated participants may be required to adjust the amount of their contributions in order to permit the Plan to satisfy the nondiscrimination requirements of Sections 401(k) and 401(m) of the Internal Revenue Code.

Participants may direct the investment of their balances in various funds approved by the Company's Pension and Employee Benefits Committee ("PEBCO"). Participants may reallocate investments among the available funds on a daily basis, except the common stock funds. Regarding the NL common stock fund, only one transfer per month may affect a participant's account. Prior to

the investment in one of the available funds, contributions may be held as cash and be temporarily invested in securities with maturities of less than one year, issued or guaranteed by the U.S. government or any agency or instrumentality thereof, or deposited in a bank savings account.

On May 7, 2002, NL's Board of Directors established the Pension and Benefits Committee ("PBC") and named the PBC the fiduciary for the Plan. As of that date, PBC, and not PEBCO, selects and approves funds for the Plan. All other statements in the preceding paragraph describing participant rights and temporary investments remain true.

Employer contributions include (i) a match equal to a portion of participants' contributions, (ii) an annual contribution of 4% of employees' eligible earnings, and (iii) with respect to certain participants, a contribution related to NL's decision to freeze its defined benefit plan in 1996. The Company's level of matching contributions is determined annually and is based upon the attainment of certain operating income target levels approved by the Management, Development and Compensation Committee of the Board of Directors of NL (the "MD&C Committee"). The Company match applies only to participants' basic contributions. The level of match approved by the MD&C Committee for both 2002 and 2001 was 50%. Employees who are eligible to participate in the Plan receive an annual contribution to their investment accounts of 4% of their eligible compensation, subject to IRS limitations on eligible compensation, which for 2002 was \$200,000. The Company makes this annual contribution for each eligible employee regardless of whether the employee elects to otherwise participate in the Plan.

The Company amended the Plan to meet the vesting requirements of EGTRRA effective January 1, 2002. The new vesting schedule for participants effective January 1, 2002 allows for 20% vesting following two years of service, 50% vesting following three years of service, 75% vesting following four years of service, and 100% vesting following five years of service. A participant with less than two years of service is 0% vested in employer contributions. Employer contributions are fully vested upon death, retirement, or disability, as provided in the Plan.

Distributions to employees may occur upon termination or during active service under prescribed circumstances. Prior to April 2002 distributions could be in the form of lump sums, installments, annuities, or combinations thereof, or distributions of employer securities. After April 2002 only lump sum distributions are allowed under the Plan.

A participant is able to borrow from his/her fund account an amount ranging from a minimum of \$1,000 up to a maximum that is generally equal to the lesser of \$50,000 or 50% of his/her vested account balance. A loan is collateralized by the balance in the participant's account and bears interest at rates commensurate with local prevailing rates as determined by PEBCO. For outstanding loans at December 31, 2002 the rates ranged from 5.75% to 10.50%. Principal and interest are repaid ratably over a two- to five-year period through semimonthly payroll deductions.

Forfeitures of employer contributions may occur if a participant terminates employment prior to the full vesting period or if a participant or beneficiary, to whom a distribution is payable, cannot be located within five years of the date on which such distribution became payable. Amounts forfeited are used in the following order: (i) to restore the accounts of reemployed participants, (ii) to restore the accounts of participants or beneficiaries who apply for forfeited benefits, and (iii) to reduce employer contributions. Forfeitures were \$9,740 in 2002 and \$18,245 in 2001. The balance in the forfeiture account was \$46,984 and \$34,962 at December 31, 2002 and 2001, respectively.

Note 3 - Related-party transactions:

Certain Plan investments are shares of mutual funds or common collective trusts managed by Merrill Lynch Trust Company ("Merrill Lynch" or "ML"). Merrill Lynch serves as trustee for the Plan and, therefore, transactions involving these investments qualify as party-in-interest transactions. The Company bears the responsibility of all administrative expenses of the Plan.

Two of the available fund options invest in the common stock of NL and Tremont Corporation ("Tremont"), both of which are considered related parties. At December 31, 2002 and 2001, Tremont held approximately 21% of NL's outstanding common stock. The activity in these securities for the year ended December 31, 2002 was as follows:

	Purchases -----	Sales and distributions, at cost -----	Realized gain -----	Fair value -----
Year ended December 31, 2002:				
NL common stock	\$158,573	\$350,317	\$ 4,966	\$830,804
Tremont common stock	381	230	405	40,326

In February 2003 Valhi, Inc. completed a series of merger transactions pursuant to which, among other things, Tremont became a wholly owned subsidiary of Valhi. Under these merger transactions, Valhi issued 3.4 shares of its common stock (plus cash in lieu of fractional shares) in exchange for each share of Tremont common stock held in the Plan's investments. The Plan received approximately 4,600 shares of Valhi common stock in the merger transaction. The Plan reported an unrealized gain of approximately \$11,000 in February 2003.

Note 4 - Tax status:

The Plan, as amended, is designed to constitute a qualified trust under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"); as such the Plan is exempt from federal income tax, and amounts contributed by the Company will not be taxed to the participant until the participant receives a distribution from the Plan.

The Plan has received a favorable determination as of December 2002, indicating it is a "Qualified Plan" under the requirements of Sections 401(a) and 401(k) of the Code. Accordingly, the Plan's trust is qualified for favorable tax treatment.

Note 5 - Investments:

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31,	
	----- 2002 -----	----- 2001 -----
Merrill Lynch Retirement Preservation Trust	\$10,872,331	\$10,775,772
Massachusetts Financial Services ("MFS") Value Fund	4,202,587	5,061,238
Merrill Lynch Equity Index Trust	1,913,433	2,969,583
Oakmark International Fund	1,266,657	1,578,762
Oppenheimer Capital Appreciation Fund	1,042,941	1,250,354

Effective January 1, 2002, certain of the Plan's investment options were no longer available under the Plan and were replaced with new investment options. The balances in the funds no longer available were transferred into the new funds on December 31, 2001.

During 2002, the Plan's net appreciation (depreciation) in the fair value of investments (including gains and losses on investments bought and sold, as well as held during the year) was as follows:

	----- 2002 -----
Mutual funds	\$(1,328,296)
Common stock	127,277
Common collective trusts	(587,912)

	\$(1,788,931)
	=====

The Plan's assets are invested principally in investment funds managed by (i) Merrill Lynch, (ii) MFS, (iii) Oppenheimer Funds Distributor, Inc., (iv) Harris Associates Securities L.P., (v) Calvert Asset Management Company, and (vi) State Street Research Funds. At December 31, 2002, 63% of the Plan's investments were managed by Merrill Lynch. The Plan's assets also include investments in the common stock of NL, Halliburton Company ("Halliburton") and Tremont. See Note 3.

SUPPLEMENTAL SCHEDULE

NL INDUSTRIES, INC. RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2002

Employer Identification No. 13-5267260

Plan No. 003

	Fair value -----
* Merrill Lynch Equity Index Trust	\$ 1,913,433
* Merrill Lynch U.S. Government Mortgage Fund - Class A shares (formerly Merrill Lynch Federal Securities Trust)	629,754
* Merrill Lynch Retirement Preservation Trust	10,872,331
Oppenheimer Capital Appreciation Fund	1,042,941
Oakmark International Fund - Class II shares	1,266,657
Oakmark Select Fund - Class II shares	58,378
MFS Mid-cap Growth Fund	30,455
State Street Aurora Fund	82,918
MFS New Discovery Fund - Class A shares	19,623
MFS Value Fund - Class A shares	4,202,587
Calvert Income Fund	88,461
* NL Stock Fund - common stock	830,804
Halliburton/Tremont Stock Fund - common stock:	
Halliburton	121,291
* Tremont	40,326
* Loans to participants (5.5% - 10.50%)	69,612
* Cash, Merrill Lynch Trust Company, FSB	18,077

	<u>\$21,287,648</u> =====

* Investment in a "Party-in-interest" entity, as defined by ERISA.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the:

- (i) Registration Statement No. 33-29287 on Form S-8 and related Prospectus with respect to the 1989 Long Term Performance Incentive Plan of NL Industries, Inc.; and
- (ii) Registration Statement No. 33-25913 on Form S-8 and related Prospectus with respect to the NL Industries, Inc. Retirement Savings Plan; and
- (iii) Registration Statement No. 333-65817 on Form S-8 and related Prospectus with respect to the NL Industries, Inc. 1998 Long-Term Incentive Plan; and
- (iv) Registration Statement No. 33-48145 on Form S-8 and related Prospectus with respect to the NL Industries, Inc. 1992 Non-Employee Directors Stock Option Plan.

of our report dated June 20, 2003 relating to the financial statements and supplemental schedule of the NL Industries, Inc. Retirement Savings Plan which appears in this Form 11-K.

PricewaterhouseCoopers LLP

Houston, Texas
June 26, 2003

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of NL Industries, Inc. (the Company) Retirement Savings Plan (the Plan) on Form 11-K for the year ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, J. Landis Martin, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ J. Landis Martin

J. Landis Martin
Chief Executive Officer

June 26, 2003

A signed original of this written statement required by Section 906 has been provided to NL Industries, Inc. and will be retained by NL Industries, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of NL Industries, Inc. (the Company) Retirement Savings Plan (the Plan) on Form 11-K for the year ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Robert D. Hardy, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ Robert D. Hardy

Robert D. Hardy
Chief Financial Officer

June 26, 2003

A signed original of this written statement required by Section 906 has been provided to NL Industries, Inc. and will be retained by NL Industries, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.