

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K / A-1

|X| ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 - For the fiscal year ended December 31, 2000

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 X 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. |X|

The aggregate market value of the voting stock held by non-affiliates of the registrant at March 9, 2001 approximated \$191 million.

There were 50,086,684 shares of common stock outstanding at March 9, 2001.

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, 2000 as set forth below and in the pages attached hereto:

Item 14. 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, 2000 (filed as an amendment to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000).

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 28, 2001

By: /s/ Robert D. Hardy

Robert D. Hardy
Vice President and Controller

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

Annual report pursuant to Section 15(d) of the Securities Exchange Act
of 1934 - for the year ended December 31, 2000

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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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 28, 2001

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NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS

December 31, 2000

NL INDUSTRIES INC.
RETIREMENT SAVINGS PLAN

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

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REPORT OF INDEPENDENT ACCOUNTANTS

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 statements 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, 2000 and 1999, and the changes in net assets available for benefits for the years then ended 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 schedules, as listed on the accompanying index, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Houston, Texas
June 15, 2001

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NL INDUSTRIES, INC.
RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2000 and 1999

2000

1999

ASSETS

Investments at fair value:		
Common stock	\$ 2,405,342	\$ 2,429,229
Other securities	23,822,583	23,331,334
Employer contributions receivable	749,539	307,458
Cash	656	36,427
Loans to participants	46,031	--
	-----	-----
Net assets available for benefits	\$27,024,151	\$26,104,448
	=====	=====

See accompanying notes to financial statements.

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

Years ended December 31, 2000 and 1999

	2000	1999
	-----	-----
Additions:		
Investment income:		
Net appreciation (depreciation) in the fair value of investments	\$ (1,070,460)	\$ 1,230,082
Dividend income:		
NL Industries, Inc.	76,360	20,054
Halliburton Company	3,459	4,027
Tremont Corporation	564	594
Other	1,483,760	1,018,439
Interest income	651,916	699,089
	-----	-----
Total investment income	1,145,599	2,972,285
	-----	-----
Contributions:		
Participants	770,123	677,419
Employer	749,539	307,458
	-----	-----
Total contributions	1,519,662	984,877
	-----	-----
Total additions	2,665,261	3,957,162
Deductions - distributions	1,780,668	4,206,049
	-----	-----
Net increase (decrease)	884,593	(248,887)
Assets transferred from another plan	35,110	--
Net assets available for benefits:		
Beginning of year	26,104,448	26,353,335
	-----	-----
End of year	\$ 27,024,151	\$ 26,104,448
	=====	=====

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. 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 at the end of each year and are received in the subsequent year.

Investment income

Income from investments is recorded as earned on an accrual basis. Dividend income is recorded at 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. has the right under the Plan to discontinue contributions and to terminate the Plan at any time subject to penalties set forth in the Employee Retirement Income Security Act of 1974 ("ERISA"). In the event of such a discontinuance or termination of the Plan, 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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions 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, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In September 1999 the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants issued Statement of Position 99-3 "Accounting for and Reporting of Certain Defined Contribution Plan Investments and Other Disclosure Matters" ("SOP 99-3"). SOP 99-3 eliminates the previous requirement to disclose information about the net assets available for benefits and changes in net assets available for benefits for each of the investment options of a defined contribution plan. SOP 99-3 also eliminates the requirement to disclose general information about the nature of investments in participant-directed investment options, except for investments that equal or exceed 5% of the net assets available for benefits. The Plan adopted the provisions of SOP 99-3 in 2000.

Note 2 - Plan description:

The Plan's principal objective is to provide eligible employees of NL Industries, Inc. and its 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, 2000, there were 84 active participants (participants currently employed by the Company) and 512 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 contribution of between 1% and 4% of their eligible compensation.

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 that only one transfer per participant per quarter may affect amounts in the Plan's fund that is invested in the Company's common stock. Certain funds have been closed by PEBCO to new investments by participants. 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.

In accordance with the Tax Reform Act of 1986, 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 (\$10,500 annual maximum for 2000). 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.

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Employer contributions include funds that (i) match a portion of participants' contributions and (ii) represent an annual contribution of 4% (3% in 1999) of employees eligible earnings. 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 the Company (the "MD&C Committee"). The Company match applies only to participants' basic contributions. The level of match approved by the MD&C Committee for 2000 and 1999 was 75% and 50%, respectively. Employees who are eligible to participate in the Plan receive an annual contribution to their investment account of 4% of their eligible compensation, subject to IRS limitations on eligible compensation, which for 2000 was \$170,000. The Company makes this annual contribution for each eligible employee regardless of whether the employee elects to otherwise participate in the Plan.

A participant with less than three years of service is 0% vested in employer contributions, 50% vested following three years of service, 75% vested following four years of service and fully vested in all employer contributions following five years of service. Employer contributions are fully vested upon death, retirement, or disability, as provided in the Plan. The Company expects

to amend the Plan to meet the vesting requirements of the Economic Growth and Tax Relief Reconciliation Act of 2001.

Distributions to employees may occur during active service or upon termination and under prescribed circumstances. Distributions may be in the form of lump sums, installments, annuities, or combinations thereof, or distributions of employer securities.

The Plan was amended effective January 1, 2000 to provide participants with the opportunity to borrow cash from their vested savings balance. Participants are able to borrow from their fund accounts a minimum of \$1,000 up to a maximum that is generally equal to the lesser of \$50,000 or 50% of their account balance, whichever is less. The loans are collateralized by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates ranging from 8.75% to 10.50%. Principal and interest are repaid ratably over a two- to five-year period through monthly 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 \$19,633 in 2000 and \$20,067 in 1999. During 2000, \$238,538 was applied to reduce employer contributions. The balance in the forfeiture account was \$15,410 and \$236,139 at December 31, 2000 and 1999, respectively.

Merrill Lynch Trust Company ("Merrill Lynch" or "ML") serves as trustee for the Plan. The Company bears the responsibility of all administrative expenses of the Plan.

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Note 3 - Related-party transactions:

Two of the available fund options invest in the common stock of NL and Tremont, both of which entities are considered related parties. The activity of these securities for the years ended December 31, 2000 and 1999 was as follows:

	Purchases -----	Sales and distributions, at cost -----	Realized gain (loss) -----	Fair value at December 31, -----
Year ended December 31, 2000:				
NL common stock	\$ 121,852	\$ 744,079	\$ 596,711	\$2,096,152
Tremont common stock	564	1,188	1,470	63,574
Year ended December 31, 1999:				
NL common stock	\$ 158,787	\$ 289,856	\$ (117,013)	\$2,102,721
Tremont common stock	594	541	544	31,570

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 March 1998,

indicating it is a "Qualified Plan" under the requirements of Sections 401(a) and 401(k) of the Code and is qualified for favorable tax treatment. The Company intends to file an application with the Internal Revenue Service for a determination of the qualified status of the Plan under Section 401(a) of the code for all amendments made to the Plan since the last determination letter.

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Note 5 - Investments:

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

	December 31,	
	2000	1999
Merrill Lynch Retirement Preservation Trust	\$10,768,793	\$10,964,132
Merrill Lynch Basic Value Fund	3,164,059	3,086,505
Merrill Lynch Balanced Capital Fund	2,679,482	2,681,860
NL Stock Fund	2,096,152	2,102,721
AIM Value Fund	1,967,405	1,956,219
MFS Emerging Growth Fund	1,709,867	1,574,630

During 2001, 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:

	Years ended December 31,	
	2000	1999
Mutual funds	\$(2,197,869)	\$ 907,531
Common stock	1,217,539	208,082
Common collective trusts	(90,130)	114,469
	\$ (1,070,460)	\$ 1,230,082
	=====	=====

The Plan's assets are invested principally in common stock of NL, Halliburton and Tremont, and with investment funds managed by (i) Merrill Lynch, (ii) Massachusetts Financial Services ("MFS"), (iii) AIM Advisors, Inc., and (iv) Templeton Global Advisors Limited. At December 31, 2000, 71% of the Plan's investments were managed by Merrill Lynch.

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SUPPLEMENTAL SCHEDULE

NL INDUSTRIES, INC. RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2000

Employer Identification No. 13-5267260

	Fair value -----
MFS Emerging Growth Fund - Class A shares	\$ 1,709,867
Templeton World Fund - Class A shares	912,653
AIM International Equity Fund - Class A shares	402,366
AIM Value Fund - Class A shares	1,967,405
MFS Government Securities Fund - Class A shares	255,273
* Merrill Lynch Equity Index Trust	1,095,746
* Merrill Lynch Global Allocation Fund, Inc.- Class A shares	367,315
* Merrill Lynch U.S. Government Mortgage Fund - Class A shares (formerly Merrill Lynch Federal Securities Trust)	224,625
* Merrill Lynch Balanced Capital Fund, Inc. - Class A shares (formerly Merrill Lynch Capital Fund)	2,679,482
* Merrill Lynch Basic Value Fund, Inc. - Class A shares	3,164,059
* Merrill Lynch Retirement Preservation Trust	10,768,793
* Mercury Global Holdings, Inc. - Class I shares	274,999
* NL Stock Fund - common stock	2,096,152
Halliburton/Tremont Stock Fund - common stock:	
Halliburton Company	245,616
* Tremont	63,574
* Loans to participants (8.75% - 10.50%)	46,031

	\$26,273,956
	=====
* 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. 33-48145 on Form S-8 and related Prospectus with respect to the NL Industries, Inc. 1992 Non-Employee Directors Stock Option Plan; and
- (iv) Registration Statement No. 333-65817 on Form S-8 and related Prospectus with respect to the NL Industries, Inc. 1998 Long-Term Incentive Plan.

of our report dated June 15, 2001 relating to the financial statements of the NL Industries, Inc. Retirement Savings Plan which appears in this Form 11-K.

PricewaterhouseCoopers LLP

Houston, Texas
June 15, 2001