

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SIMMONS HAROLD C</u> (Last) (First) (Middle) <u>5430 LBJ FREEWAY</u> <u>SUITE 1700</u> (Street) <u>DALLAS TX 75240</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NL INDUSTRIES INC [NL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2010</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	07/02/2010		P		13,700	A	\$6.3981	896,800	D	
Common stock \$0.125 par value	07/02/2010		P		47,034	A	\$6.5425	943,834	D	
Common stock \$0.125 par value								40,387,531	I	by Valhi ⁽¹⁾
Common stock \$0.125 par value								222,100	I	by TFMC ⁽²⁾
Common stock \$0.125 par value								292,225	I	by Spouse ⁽³⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
2. Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
3. Directly held by the reporting person's spouse. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.

Remarks:

Exhibit Index: Exhibit 99 - Additional Information

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 07/07/2010

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Valhi, Inc. (“*Valhi*”), Harold C. Simmons, Harold C. Simmons’ spouse and TIMET Finance Management Company (“*TFMC*”) are the direct holders of approximately 83.0%, 1.9%, 0.6% and 0.5%, respectively, of the outstanding common stock of the issuer, NL Industries, Inc. (“*NL*”). Titanium Metals Corporation (“*TIMET*”) is the sole stockholder of *TFMC*.

Valhi Holding Company (“*VHC*”), Harold C. Simmons’ spouse, The Combined Master Retirement Trust (the “*CMRT*”), Harold C. Simmons, NL, Contran Corporation (“*Contran*”), Valhi, COAM Company (“*COAM*”) and the Harold Simmons Foundation, Inc. (the “*Foundation*”) are the holders of 24.9%, 11.7%, 8.6%, 4.1%, 0.8%, 0.5%, 0.5%, 0.3% and less than 0.1%, respectively, of the outstanding common stock of *TIMET*. *NL*’s percentage ownership of *TIMET* common stock includes 0.3% directly held by a subsidiary of *NL*.

VHC, *TFMC*, the *Foundation*, the *Contran* Amended and Restated Deferred Compensation Trust (the “*CDCT*”), Harold C. Simmons, Harold C. Simmons’ spouse, the *CMRT* and *Contran* are the direct holders of 92.3%, 1.1%, 0.9%, 0.3%, 0.2%, 0.2%, 0.1% and less than 0.1%, respectively, of the outstanding common stock of *Valhi*. Dixie Rice Agricultural Corporation, Inc. (“*Dixie Rice*”) is the direct holder of 100% the outstanding common stock of *VHC*. *Contran* is the holder of 100% of the outstanding common stock of *Dixie Rice*.

Substantially all of *Contran*’s outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the “*Trusts*”), of which Mr. Simmons is the sole trustee, or is held by Mr. Simmons or persons or entities related to Mr. Simmons. As sole trustee of the *Trusts*, Mr. Simmons has the power to vote and direct the disposition of the shares of *Contran* stock held by the *Trusts*. Mr. Simmons, however, disclaims beneficial ownership of any shares of *Contran* stock that the *Trusts* hold.

The *Foundation* directly holds less than 0.1% of the outstanding shares of *TIMET* common stock and 0.9% of the outstanding *Valhi* common stock. The *Foundation* is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board and chief executive officer of the *Foundation* and may be deemed to control the *Foundation*.

The *CMRT* directly holds approximately 8.6% of the outstanding shares of *TIMET* common stock and 0.1% of the outstanding shares of *Valhi* common stock. *Contran* sponsors the *CMRT* to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans *Contran* and related companies adopt. Harold C. Simmons is the sole trustee of the *CMRT* and a member of the trust investment committee for the *CMRT*. *Contran*’s board of directors selects the trustee and members of the trust investment committee for the *CMRT*. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the *CMRT*. He disclaims beneficial ownership of any shares held by the *CMRT*, except to the extent of his individual vested beneficial interest, if any, in the assets held by the *CMRT*.

The *CDCT* directly holds approximately 0.3% of the outstanding shares of the common stock of *Valhi*. U.S. Bank National Association serves as the trustee of the *CDCT*. *Contran* established the *CDCT* as an irrevocable “rabbi trust” to assist *Contran* in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the *CDCT* assets are insufficient to satisfy such obligations, *Contran* is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the *CDCT*, *Contran* (i) retains the power to vote the shares of the issuer’s common stock held directly by the *CDCT*, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

Contran, *Valhi* and Southwest Louisiana Land LLC (“*Southwest*”) directly hold all of the partnership interests of *COAM*. *Contran* is the sole member of *Southwest*.

Mr. Harold C. Simmons is chairman of the board of *Valhi*, *TIMET*, *VHC*, *Dixie Rice*, *Southwest* and *Contran*, and chairman of the board and chief executive officer of *NL*.

By virtue of the holding of the offices, the stock ownership and his service as trustee, all as described above, (a) Mr. Simmons may be deemed to control the entities described above and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of shares of *NL* common stock that *Valhi* and *TFMC* hold directly. However, Mr. Simmons disclaims beneficial ownership of the shares of *NL* common stock beneficially owned, directly or indirectly, by any of such entities.

NL and a subsidiary of *NL* directly own 3,604,790 shares and 1,186,200 shares, respectively, of *Valhi* common stock. As already discussed, *Valhi* is the direct holder of 83.0% of the outstanding shares of *NL* common stock. Pursuant to Delaware law, *Valhi* treats the shares of *Valhi* common stock that *NL* and the subsidiary of *NL* own directly as treasury stock for voting purposes and for the purposes of this statement are not deemed outstanding.

Harold C. Simmons’ spouse is the direct owner of 292,225 shares of *NL* common stock, 21,115,875 shares of *TIMET* common stock and 203,065 shares of *Valhi* common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims beneficial ownership of all securities that his spouse holds directly.

Mr. Harold C. Simmons is the direct owner of 943,834 shares of *NL* common stock, 7,422,787 shares of *TIMET* common stock and 305,883 shares of *Valhi* common stock.

A trust of which Harold C. Simmons and his spouse are co-trustees and the beneficiaries are the grandchildren of his spouse, is the direct holder of 15,432 shares of *TIMET* common stock and 31,800 shares of *Valhi* common stock. Mr. Simmons, as co-trustee of this trust, has the power to vote and direct the disposition of the shares the trust holds. Mr. Simmons disclaims beneficial ownership of any shares that this trust holds.