

KRONOS WORLDWIDE INC

Form 4

December 21, 2004

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTRAN CORP

2. Issuer Name and Ticker or Trading Symbol
KRONOS WORLDWIDE INC
[KRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FRWY, SUITE 1700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2004

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

DALLAS, TX 75240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock \$0.01 par value	12/17/2004		J ⁽¹⁾	3,300	D	\$ 41.5	18,508,655	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/20/2004		J ⁽¹⁾	300	D	\$ 41.3	18,508,355	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/20/2004		J ⁽¹⁾	600	D	\$ 41.5	18,507,755	I	by NL ⁽²⁾

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Common Stock \$0.01 par value	12/21/2004	J ⁽¹⁾	1,700	D	\$ 41.5	18,506,055	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/21/2004	J ⁽¹⁾	1,100	D	\$ 41.28	18,504,955	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/21/2004	J ⁽¹⁾	300	D	\$ 41.08	18,504,655	I	by NL ⁽²⁾
Common Stock \$0.01 par value	12/21/2004	J ⁽¹⁾	400	D	\$ 41.04	18,504,255	I	by NL ⁽²⁾
Common Stock \$0.01 par value						22,101,443	I	by Valhi ⁽³⁾
Common Stock \$0.01 par value						5,311,899	I	by Tremont ⁽⁴⁾
Common Stock \$0.01 par value						2,850	I	by TFMC ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or
							of
							Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240		X		
NL INDUSTRIES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240-2697		X		
VALHI INC /DE/ 5430 LBJ FRWY STE 1700 DALLAS, TX 75240		X		
TREMONT LLC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
NATIONAL CITY LINES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
DIXIE RICE AGRICULTURE CORP INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
SOUTHWEST LOUISIANA LAND CO INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
TITANIUM METALS CORP 1999 BROADWAY STE 4300 DENVER, CO 80202		X		
TIMET FINANCE MANAGEMENT CO 913 N MARKET ST SUITE 217 WILMINGTON, DE 19801		X		

SIMMONS HAROLD C
 5430 LBJ FREEWAY
 SUITE 1700
 DALLAS, TX 75240

X X Chairman of the Board & CEO

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi, Inc.	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc.	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Tremont LLC	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for National City Lines, Inc.	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc.	12/21/2004
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	12/21/2004
__Signature of Reporting Person	Date
Gregory M. Swalwell, Vice President, for TIMET Finance Management Company	12/21/2004
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Open market sale by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (2) Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (3) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (4) Directly held by Tremont LLC. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (5) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

Mr. Harold C. Simmons and his spouse directly hold 3,984 and 35,622 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns.

This form is also filed on behalf of Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/21/2004), Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ Andrew R. Louis, Secretary (executed 12/21/2004) and NOA, Inc. 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ Andrew R. Louis, Secretary (executed 12/21/2004).

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.