

NL INDUSTRIES INC  
Form S-8 POS  
October 29, 2010

As filed with the Securities and Exchange Commission on October 29, 2010

Registration No. 033-29287

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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NL Industries, Inc.  
(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction of  
incorporation or organization)

13-5267260  
(I.R.S. Employer  
Identification No.)

Three Lincoln Centre  
5430 LBJ Freeway, Suite 1700  
Dallas, Texas  
(Address of principal  
executive offices)

75240-2697  
(Zip Code)

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1989 Long Term Performance Incentive Plan of NL Industries, Inc.  
(Full title of the plan)

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A. Andrew R. Louis, Esq.  
Three Lincoln Centre  
5430 LBJ Freeway, Suite 1700  
Dallas, Texas 75240-2697  
(972) 233-1700  
(Name, address and telephone number  
including area code of agent for service)



DEREGISTRATION

There are no outstanding stock options or other rights issued under the 1989 Long Term Performance Incentive Plan of NL Industries, Inc. (the "Plan") and the Plan has terminated according to its terms with only 300 shares remaining that were reserved for issuance under the Plan. Accordingly, the registrant hereby deregisters any and all of the registrant's common stock, par value \$0.125 per share, registered pursuant to this registration statement that will never be issued or sold under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, Texas on October 29, 2010.

NL Industries, Inc.

By: /s/ Gregory M. Swalwell  
Gregory M. Swalwell  
Vice President, Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature                                      | Title  | Date             |
|--|--|------------------|
| /s/ Harold C. Simmons<br>Harold C. Simmons     | Chairman of the Board and<br>Chief Executive Officer<br>(Principal Executive<br>Officer)   | October 29, 2010 |
| /s/ Gregory M. Swalwell<br>Gregory M. Swalwell | Vice President, Finance<br>and Chief Financial<br>Officer (Principal<br>Financial Officer) | October 29, 2010 |
| /s/ Tim C. Hafer<br>Tim C. Hafer               | Vice President and<br>Controller (Principal<br>Accounting Officer)                         | October 29, 2010 |
| /s/ Glenn R. Simmons<br>Glenn R. Simmons       | Director   | October 29, 2010 |

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/s/Cecil H. Moore, Jr.  
Cecil H. Moore, Jr.

Director

October 29, 2010

/s/ Thomas P. Stafford  
Thomas P. Stafford

Director

October 29, 2010

/s/ Steven L. Watson  
Steven L. Watson

Director

October 29, 2010

/s/ Terry N. Worrell  
Terry N. Worrell

Director

October 26, 2010