

KRONOS WORLDWIDE INC
 Form 4
 December 08, 2008

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 FREEWAY, SUITE 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2008

____ 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock \$0.01 par value	12/05/2008		J ⁽¹⁾	A	1,600	\$ 9.75	17,578,632 I by NL ⁽²⁾
Common Stock \$0.01 par value	12/05/2008		J ⁽¹⁾	A	300	\$ 9.85	17,578,932 I by NL ⁽²⁾
Common Stock \$0.01 par value	12/05/2008		J ⁽¹⁾	A	100	\$ 9.93	17,579,032 I by NL ⁽²⁾
Common Stock \$0.01	12/05/2008		J ⁽¹⁾	A	1,600	\$ 10	17,580,632 I by NL ⁽²⁾

par value									
Common Stock \$0.01 par value	12/08/2008		J ⁽¹⁾	5,000	A	\$ 10	17,585,632	I	by NL ⁽²⁾
Common Stock \$0.01 par value							28,995,021	I	by Valhi ⁽³⁾
Common Stock \$0.01 par value							5,203	I	by TFMC ⁽⁴⁾

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240		X		
VALHI INC /DE/ 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240		X		
			X	

VALHI HOLDING CO 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240				
DIXIE RICE AGRICULTURE CORP INC 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240			X	
TITANIUM METALS CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240			X	
TIMET FINANCE MANAGEMENT CO 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240			X	
NL INDUSTRIES INC 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240			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	12/08/2008
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi, Inc.	12/08/2008
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi Holding Company	12/08/2008
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.	12/08/2008
__Signature of Reporting Person	Date
A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation	12/08/2008
__Signature of Reporting Person	Date
Gregory M. Swalwell, Vice President, for TIMET Finance Management Company	12/08/2008
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for NL Industries, Inc.	12/08/2008
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	12/08/2008
__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 purchase 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.

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- (2) Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship 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 relationship among the persons joining in this filing.
- (4) 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 185,767 and 49,856 shares, respectively, of the common stock of the issuer.

Exhibit Index:

Exhibit 99 - Additional Information

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.