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NL INDUSTRIES INC
Form 8-K
November 30, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities
Exchange Act of 1934

Date of Report (Date of the earliest event reported)
November 29, 2005

NL Industries, Inc.

(Exact name of Registrant as specified in its charter)

| | | |
|--|-----------------------------|---|
| New Jersey | 1-640 | 13-5267260 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 5430 LBJ Freeway, Suite 1700, Dallas, Texas | | 75240-2697 |
| ----- | | ----- |
| (Address of principal executive offices) | | (Zip Code) |

(972) 233-1700

(Registrant's telephone number, including area code)

(Former name or former address, if changed
since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.

Section 303A.03(4) of the corporate governance rules of the New York Stock Exchange ("NYSE") Listed Company Manual requires NYSE-listed companies to disclose in their annual proxy statements:

- O the non-management director who presides at all regularly scheduled executive sessions of the non-management members of the board of directors; and
- O a method by which interested parties may be able to communicate concerns to the presiding director of the non-management directors.

On October 27, 2005, the registrant's board of directors amended and restated the registrant's corporate governance guidelines to provide, in part, as follows.

The non-management directors of the Company (as defined by the rules of the New York Stock Exchange) are entitled to meet on a regular basis throughout the year, and will meet at least once annually, without management participation. If the non-management directors are not all independent directors of the Company, the independent directors should meet at least once annually at a meeting of only the independent directors. The chairman of the audit committee shall be the presiding director at all of these meetings.

The registrant has posted, among other corporate governance documents, its corporate governance guidelines (amended and restated as of October 27, 2005) on the corporate governance section of the registrant's website at www.nl-ind.com.

The registrant has also undertaken with the NYSE to provide in the registrant's 2006 proxy statement language similar to the following.

Shareholders and other interested parties who wish to communicate with the Board of Directors or its non-management directors may do so through the following procedures. Such communications not involving complaints or concerns regarding accounting, internal accounting controls and auditing matters related to NL ("Accounting Complaints or Concerns") may be sent to the attention of NL's corporate secretary at NL Industries, Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697. Provided that any such communication relates to the business or affairs of NL and is within the function of the Board of Directors or its committees, and does not relate to insignificant or inappropriate matters, such communications, or summaries of such communications, will be forwarded to the chairman of the audit committee, who also serves as the presiding director of NL's non-management and independent director meetings.

Accounting Complaints or Concerns, which may be made anonymously, should be sent to the attention of NL's general counsel with a copy to NL's chief financial officer at the same address as the corporate secretary. Accounting Complaints or Concerns will be forwarded to the chairman of the audit committee. NL will keep Accounting Complaints or Concerns confidential and anonymous, to the extent feasible, subject to applicable law. Information contained in an Accounting Complaint or Concern may be summarized, abstracted and aggregated for purposes of analysis and investigation.

On November 21, 2005, the NYSE notified the registrant that it must publicly disclose the procedure by which a presiding director of the

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non-management directors is chosen and how interested parties may communicate concerns to the presiding director.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NL INDUSTRIES, INC.
(Registrant)

By: /s/ A. Andrew R. Louis

A. Andrew R. Louis,
Associate General Counsel and
Assistant Secretary

Date: November 29, 2005