

SIMMONS HAROLD C
Form 4
April 23, 2010

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
TITANIUM METALS CORP [TIE]

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)
03/23/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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
X 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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, \$.01 par value | 03/23/2010 | | J ⁽¹⁾⁽²⁾ | V | 156,840 | A | \$ 0 (1) 156,840 | D | |
| Common Stock, \$.01 par value | 03/23/2010 | | J ⁽¹⁾ | | 156,840 | D | \$ 0 (1) 0 | I | by Dixie Rice ⁽³⁾ |
| Common Stock, \$.01 par value | 03/23/2010 | | J ⁽¹⁾⁽²⁾ | V | 156,840 | A | \$ 0 (1) 156,840 | I | by Dixie Rice ⁽³⁾ |
| Common Stock, \$.01 par value | 03/23/2010 | | J ⁽¹⁾ | | 156,840 | D | \$ 0 (1) 47,038,436 | I | by VHC ⁽⁴⁾ |

| | | | |
|-------------------------------|---------|---|----------------------|
| Common Stock, \$.01 par value | 882,588 | I | by NL <u>(5)</u> |
| Common Stock, \$.01 par value | 826,959 | I | by Valhi <u>(6)</u> |
| Common Stock, \$.01 par value | 566,529 | I | by NL EMS <u>(7)</u> |

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | | X | | |
| VALHI HOLDING CO 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | | X | | |
| DIXIE RICE AGRICULTURE CORP 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

Signatures

| | |
|--|------------|
| A. Andrew R. Louis, Secretary, for Contran Corporation | 04/23/2010 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Holding Company | 04/23/2010 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 04/23/2010 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons | 04/23/2010 |
| __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) See Exhibit 99.1 attached hereto.
- (2) These acquisitions are exempt pursuant to Rule 16a-13 since the acquisition effected only a change in the form of beneficial ownership without changing the recipient's pecuniary interest in the shares acquired. See Exhibit 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (3) Directly held by Dixie Rice Agricultural Corporation, Inc. See Exhibit 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (4) Directly held by Valhi Holding Company. See Exhibit 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (5) Directly held by NL Industries, Inc. See Exhibit 99.2 for, among other things, a description of the relationships to the persons joining in this filing.
- (6) Directly held by Valhi, Inc. See Exhibit 99.2 for, among other things, a description of the relationships to the persons joining in this filing.
- (7) Directly held by NL Environmental Management Services, Inc. See Exhibit 99.2 for, among other things, a description of the relationships to the persons joining in this filing.

Remarks:

Harold C. Simmons and his wife own 7,421,787 and 21,575,875 shares, respectively, of the common stock of the issuer. A tru

Exhibit Index

Exhibit 99.1 - Description of the Transaction

Exhibit 99.2 - 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.