

TITANIUM METALS CORP
Form 4
October 15, 2007

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 FRWY, SUITE 1700
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2007

___ 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 Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	10/11/2007		J ⁽¹⁾	V 800,000 D <u>1</u>	882,568	I	by NL <u>2</u>
Common Stock, \$.01 par value	10/11/2007		J ⁽¹⁾	V 800,000 A <u>1</u>	826,959	I	by Valhi <u>3</u>
Common Stock, \$.01 par value					566,529	I	by NL EMS <u>4</u>
Common Stock, \$.01 par value					50,195,169	I	by Valhi Holding Company

Common Stock, \$.01 par value	209,857	I	(5) by CDCT (6)
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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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240		X		
VALHI INC /DE/ THREE LINCOLN CENTER 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 600 PASQUIERE ST		X		

GUEYDAN, LA 70542

SOUTHWEST LOUISIANA LAND CO INC
402 CANAL ST X
HOUMA, LA 70360

NOA INC
5430 LBJ FREEWAY X
SUITE 1700
DALLAS, TX 75240

VALHI GROUP INC
5430 LBJ FREEWAY X
SUITE 1700
DALLAS, TX 75240

VALHI HOLDING CO
5430 LBJ FREEWAY X
SUITE 1700
DALLAS, TX 75240

SIMMONS HAROLD C
THREE LINCOLN CENTRE X X Chairman of the Board
5430 LBJ FREEWAY STE 1700
DALLAS, TX 75240-2697

Simmons Annette C
5430 LBJ FREEWAY, SUITE 1700 X
DALLAS, TX 75240

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi, Inc. 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for National City Lines, Inc. 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for NOA, Inc. 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi Group, Inc. 10/15/2007
__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company 10/15/2007

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<u>Signature of Reporting Person</u>	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	10/15/2007
<u>Signature of Reporting Person</u>	Date
A. Andrew R. Louis, Attorney-in-fact, for Annette C. Simmons	10/15/2007
<u>Signature of Reporting Person</u>	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).
In reliance on Rule 16a-13 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, Contran Corporation is filing this statement to report that on October 11, 2007, NL Industries, Inc. sold 800,000 shares of common stock par value \$0.01 per share, of the issuer to Valhi, Inc. at a purchase price of \$33.50 per share. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
- (1) 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.
 - (2) 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.
 - (3) Directly held by NL Environmental Management Services, 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 Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
 - (5) Directly held by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
 - (6)

Remarks:

Harold C. Simmons, Annette C. Simmons and The Annette Simmons Grandchildren's Trust directly own 5,127,974 shares, 34 shares and 17,432 shares, respectively, of the issuer's common stock. Mr. and Mrs. Simmons each disclaims beneficial ownership of any shares of the issuer's common stock that he or she does not directly hold. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of the trust to the persons joining in this filing and for a description of the relationship 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.