

KRONOS WORLDWIDE INC
 Form 4
 September 23, 2005

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 FRWY, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
 09/21/2005

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock \$0.01 par value	09/21/2005		J ⁽¹⁾	1,700 A \$ 27.85	28,010,153	I	by Valhi ⁽²⁾
Common Stock \$0.01 par value					17,516,132	I	by NL ⁽³⁾
Common Stock \$0.01 par value					5,203	I	by TFMC ⁽⁴⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 3 and 4)
				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 FRWY SUITE 1700 DALLAS, TX 75240		X		
VALHI INC /DE/ 5430 LBJ FRWY STE 1700 DALLAS, TX 75240		X		
NATIONAL CITY LINES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
DIXIE RICE AGRICULTURE CORP INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		
SOUTHWEST LOUISIANA LAND CO INC 5430 LBJ FREEWAY SUITE 1700		X		

DALLAS, TX 75240

TITANIUM METALS CORP

1999 BROADWAY

STE 4300

DENVER, CO 80202

X

VALHI GROUP INC

5430 LBJ FREEWAY

SUITE 1700

DALLAS, TX 75240

X

NL INDUSTRIES INC

5430 LBJ FREEWAY

SUITE 1700

DALLAS, TX 75240-2697

X

TIMET FINANCE MANAGEMENT CO

913 N MARKET ST

SUITE 217

WILMINGTON, DE 19801

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

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi, Inc.

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for National City Lines, Inc.

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc.

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi Group, Inc.

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc.

09/23/2005

__Signature of Reporting Person

Date

Gregory M. Swalwell, Vice President, for TIMET Finance Management Company

09/23/2005

__Signature of Reporting Person

Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons

09/23/2005

__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 Valhi, 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.
- (2) Directly held by Valhi, 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.
- (3) Directly held 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.
- (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 4,755 and 36,356 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns.

This form is also filed on behalf of Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 09/23/2005), NOA, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 09/23/2005) and Tremont LLC, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 09/23/2005).

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.