

SIMMONS HAROLD C  
Form 4  
December 21, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
SIMMONS HAROLD C

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)  
12/20/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Former insider

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock, \$.01 par value   | 12/20/2012                           |  | U                              |   | 5,630,787   | \$ 16.5  | D   |
| Common Stock, \$.01 par value   | 12/20/2012                           |  | U <sup>(1)</sup>               |   | 21,856,875  | \$ 16.5  | I by Spouse <sup>(1)</sup>                            |
| Common Stock, \$.01 par value   | 12/20/2012                           |  | U <sup>(2)</sup>               |   | 14,132  | \$ 16.5  | I by Trust <sup>(2)</sup>                             |

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|                                |            |                  |            |   |         |   |   |                           |
|--------------------------------|------------|------------------|------------|---|---------|---|---|---------------------------|
| Common Stock, \$0.01 par value | 12/20/2012 | U <sup>(3)</sup> | 41,878,081 | D | \$ 16.5 | 0 | I | by VHC <sup>(3)</sup>     |
| Common Stock, \$0.01 par value | 12/20/2012 | U <sup>(4)</sup> | 4,245,769  | D | \$ 16.5 | 0 | I | By Kronos <sup>(4)</sup>  |
| Common Stock, \$0.01 par value | 12/20/2012 | U <sup>(5)</sup> | 3,322,355  | D | \$ 16.5 | 0 | I | By Contran <sup>(5)</sup> |
| Common Stock, \$0.01 par value | 12/20/2012 | U <sup>(6)</sup> | 882,568    | D | \$ 16.5 | 0 | I | By NL <sup>(6)</sup>      |
| Common Stock, \$0.01 par value | 12/20/2012 | U <sup>(7)</sup> | 826,959    | D | \$ 16.5 | 0 | I | By Valhi <sup>(7)</sup>   |
| Common Stock, \$0.01 par value | 12/20/2012 | U <sup>(8)</sup> | 566,529    | D | \$ 16.5 | 0 | I | By NL EMS <sup>(8)</sup>  |

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | 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          |
| SIMMONS HAROLD C<br>5430 LBJ FREEWAY, SUITE 1700<br>DALLAS, TX 75240 |               |           |         | Former insider |

## Signatures

|   |            |
|---|------------|
| A. Andrew R. Louis, Attorney-in-fact for Harold C. Simmons                        | 12/21/2012 |
| __Signature of Reporting Person   | Date       |
| A. Andrew R. Louis, Attorney-in-fact for Annette C. Simmons                       | 12/21/2012 |
| __Signature of Reporting Person   | Date       |
| A. Andrew R. Louis, Attorney-in-fact for Valhi Holding Company                    | 12/21/2012 |
| __Signature of Reporting Person   | Date       |
| A. Andrew R. Louis, Attorney-in-fact for Contran Corporation                      | 12/21/2012 |
| __Signature of Reporting Person   | Date       |
| A. Andrew R. Louis, Attorney-in-fact for Dixie Rice Agriculture Corporation, Inc. | 12/21/2012 |
| __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) Sale in a tender offer of all of the shares directly owned by Annette C. Simmons. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (2) Sale in a tender offer of all of the shares directly owned by The Annette Simmons Grandchildren's Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (3) Sale in a tender offer of all of the shares directly owned by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (4) Sale in a tender offer of all of the shares directly owned by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (5) Sale in a tender offer of all of the shares directly owned by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (6) Sale in a tender offer of all of the shares directly owned by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (7) Sale in a tender offer of all of the shares directly owned by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (8) Sale in a tender offer of all of the shares directly owned by NL Environmental Management Services, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.

### Remarks:

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.

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