

KRONOS WORLDWIDE INC
 Form 4
 March 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2006

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock \$0.01 par value | 02/28/2006 | | J ⁽¹⁾ | A | 7,500 | \$ 29 | 28,856,521 I by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | 03/02/2006 | | J ⁽¹⁾ | A | 900 | \$ 29 | 28,857,421 I by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | | | | | | 17,516,132 | I by NL ⁽³⁾ |
| Common Stock \$0.01 | | | | | | 5,203 | I by TFMC ⁽⁴⁾ |

par value

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

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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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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/ THREE LINCOLN CENTER 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| DIXIE RICE AGRICULTURE CORP INC 600 PASQUIERE ST GUEYDAN, LA 70542 | | X | | |
| SOUTHWEST LOUISIANA LAND CO INC 402 CANAL ST HOUMA, LA 70360 | | X | | |
| TITANIUM METALS CORP TITANIUM METALS CORP 1999 BROADWAY SUITE 4300 | | X | | |

| | | | |
|--|---|---|-----------------------------|
| DENVER, CO 80202 | | | |
| 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 | |
| VALHI HOLDING CO 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | |
| SIMMONS HAROLD C THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 DALLAS, TX 75240-2697 | X | X | Chairman of the Board & CEO |

Signatures

| | |
|--|------------|
| A. Andrew R. Louis, Secretary, for Contran Corporation | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi, Inc. | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Group, Inc. | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc. | 03/02/2006 |
| __Signature of Reporting Person | Date |
| Gregory M. Swalwell, Vice President, for TIMET Finance Management Company | 03/02/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Holding Company | 03/02/2006 |

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__Signature of Reporting Person

Date

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

03/02/2006

__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 03/02/2006), National City Lines, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 03/02/2006) NOA, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 03/02/2006) and Tremont LLC, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 03/02/2006).

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

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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