Edgar Filing: NL INDUSTRIES INC - Form 4

if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:Form 4 or Form 5 obligations may continue. See InstructionFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940Expires:	3235-0287 January 31, 2005 verage
FORM 4OMB APEFORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB Mumber: Expires: Expires: Expires: Estimated av burden hours responseCheck this box if no longer 	3235-0287 January 31, 2005 verage s per
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Subject toEstimated averageSection 16.SECURITIESForm 4 orForm 5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Sectionsee Instruction30(h) of the Investment Company Act of 1940	s per
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obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	
See Instruction 30(h) of the Investment Company Act of 1940	
14.)	
1(b).	
(Print or Type Responses)	
1. Name and Address of Reporting Person _ 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Perso	an(s) to
WORRELL TERRY N Symbol	,1(5) 10
NL INDUSTRIES INC [NL]	
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)	1
	Owner
5430 LBJ FREEWAY, SUITE 1700 05/16/2012Officer (give titleOther	r (specify
below) below)	
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing	g(Check
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Pers	son
DALLAS TX 75240 Form filed by More than One Repo	
Person Person	
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially	y Owned
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7	7. Nature of
	Indirect
	Beneficial Ownership
	(Instr. 4)
(A) Reported	
or (Instr. 3 and 4)	
Code V Amount (D) Price	
Common	
stock $05/16/2012$ $A_{(1)}$ $1,000$ $A_{(1)}$ $9,500$ D	
value	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. 6. Date Exercisable an forNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships									
Director	10% Owner	Officer	Other						
Х									
Signatures									
A. Andrew R. Louis, Attorney-in-fact, for Terry N. Worrell									
'n			Date						
	X , for Terr	Director 10% Owner X	Director 10% Owner Officer X						

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) Shares issued for no cash consideration to directors under the NL Industries, Inc. 1998 Long-Term Incentive Plan.

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.