

NL INDUSTRIES INC
Form 5
March 31, 2015

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Simmons Annette C

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

2. Issuer Name and Ticker or Trading Symbol
NL INDUSTRIES INC [NL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75240

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Amount or Price				
Common Stock, par value \$0.01 per share	08/29/2014	Â	J ⁽¹⁾	559,045 A	\$ ⁽¹⁾ 1,482,208	D ⁽²⁾	Â		
Common Stock, par value \$0.01 per share	Â	Â	Â	Â Â	40,387,531	I	By Valhi ⁽³⁾		
	Â	Â	Â	Â Â	2,000	I			

Common
Stock, par
value
\$0.01 per
share

by Kronos
(4)

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

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SEC 2270
(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. of D Se B O E Is Fi (I
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(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simmons Annette C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	Â	Â X	Â	Â

Signatures

A. Andrew R. Louis, Attorney-in-fact for, Annette C. Simmons 03/31/2015

**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) On August 29, 2014, Annette C. Simmons, the independent executor of the estate of Harold C. Simmons and the sole beneficiary of Mr. Simmons's individual retirement account ("IRA") upon his death, transferred the 559,045 shares of the issuer's common stock held in his IRA to her IRA. As the independent executor of such estate and the sole beneficiary of such IRA, Ms. Simmons had already beneficially owned such shares as of the date of such transfer.

(2)

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Consists of 496,562 shares directly held by the estate of Harold C. Simmons of which Annette C. Simmons is the independent executor and the designated legatee of these shares and 985,646 shares she holds directly (which includes the 559,405 shares transferred from Mr. Simmons's IRA to her IRA on August 29, 2014). See Exhibit 99.1 to this statement for a description of the relationships among the reporting owners.

- (3) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.
- (4) Directly held by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.

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Remarks:

ExhibitÂ Index

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.