

SIMMONS HAROLD C

Form 4

March 10, 2011

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTRAN CORP

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2011

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

(Street)

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

DALLAS, TX 75240

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	03/09/2011		P ⁽¹⁾	V 3,000,000 A	\$ 17.9 3,557,355	D	
Common Stock, \$.01 par value	03/09/2011		J ⁽¹⁾	3,000,000 D	\$ 17.9 41,878,081	I	by VHC (2)
Common Stock, \$.01 par value					3,025,300	I	by Kronos (3)

Common Stock, \$.01 par value	882,568	I	by NL ⁽⁴⁾
Common Stock, \$.01 par value	826,959	I	by Valhi ⁽⁵⁾
Common Stock, \$.01 par value	566,529	I	by NL EMS ⁽⁶⁾

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.

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)
				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 FREEWAY, SUITE 1700 DALLAS, TX 75240		X		
VALHI HOLDING CO 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240		X		

DIXIE RICE AGRICULTURE CORP INC
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240

X

SIMMONS HAROLD C

5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240

X

X

Chairman of the Board

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation

03/10/2011

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company

03/10/2011

__Signature of Reporting Person

Date

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

03/10/2011

__Signature of Reporting Person

Date

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

03/10/2011

__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) Purchase by Contran Corporation from its subsidiary, Valhi Holding Company, that effected only a change in the form of beneficial ownership without changing the purchaser's pecuniary interest in the purchased shares. 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 owned by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
 - (3) Directly owned by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
 - (4) Directly owned by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
 - (5) Directly owned by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
 - (6) 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 to the persons joining in this filing.

Remarks:

Harold C. Simmons and his wife own 5,628,787 and 21,825,875 shares, respectively, of the common stock of the issuer. A tru

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.