

KRONOS WORLDWIDE INC

Form 4

December 11, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMONS HAROLD C

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 FREEWAY, SUITE 1700

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2013

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

Chairman of the Board

(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
☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock \$0.01 par value | 12/11/2013 | | J ⁽¹⁾ | | 15,000 | A | \$ 14.7861 ⁽²⁾ |
| | | | | | | | 137,672 ⁽³⁾ |
| Common Stock \$0.01 par value | | | | | | | 787,876 |
| | | | | | | | I |
| | | | | | | | by Spouse ⁽⁴⁾ |
| Common Stock \$0.01 par value | | | | | | | 57,990,042 ⁽⁵⁾ |
| | | | | | | | I |
| | | | | | | | by Valhi ⁽⁵⁾ |

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| | | | |
|--|-------------------|---|-----------|
| Common Stock \$0.01 par value | 35,219,270 (6) | I | by NL (6) |
| Common Stock \$0.01 par value | 783,840 | D | |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | X | X | Chairman of the Board | |
| CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | | X | | |

Signatures

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

12/11/2013

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__Signature of Reporting Person

Date

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

12/11/2013

__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 Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship between the reporting persons.

The price reported in Column 4 is a weighted average price. These acquisitions involved 10 purchases at prices ranging from \$14.73 to
(2) \$14.82 per share. The reporting persons undertake to provide to the issuer, any security holder of the issuer or the U.S. Security and Exchange Commission, upon request, the full information regarding these purchases.
- (3) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of an additional person who may be deemed to beneficially own these shares.
- (4) Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.
- (5) Directly held 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 held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the persons joining in this filing.

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.