

KRONOS WORLDWIDE INC

Form 4

April 10, 2006

FORM 4
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).

**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)
04/06/2006

____ Director ____X____ 10% Owner
 ____ Officer (give title below) ____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock \$0.01 par value	04/06/2006		J ⁽¹⁾		1,800	A	\$ 30	28,899,821	I	by Valhi ⁽²⁾
Common Stock \$0.01 par value	04/07/2006		J ⁽¹⁾		5,000	A	\$ 30	28,904,821	I	by Valhi ⁽²⁾
Common Stock \$0.01 par value	04/10/2006		J ⁽¹⁾		15,000	A	\$ 29.75	28,919,821	I	by Valhi ⁽²⁾

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Common Stock \$0.01 par value	17,516,132	I	by Valhi (3)
Common Stock \$0.01 par value	5,203	I	by TFMC (4)

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
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		X		

GUEYDAN, LA 70542

SOUTHWEST LOUISIANA LAND CO INC

402 CANAL ST

X

HOUMA, LA 70360

TITANIUM METALS CORP

TITANIUM METALS CORP

X

1999 BROADWAY SUITE 4300

DENVER, CO 80202

VALHI GROUP INC

5430 LBJ FREEWAY

X

SUITE 1700

DALLAS, TX 75240

NL INDUSTRIES INC

5430 LBJ FREEWAY

X

SUITE 1700

DALLAS, TX 75240-2697

TIMET FINANCE MANAGEMENT CO

913 N MARKET ST

X

SUITE 217

WILMINGTON, DE 19801

VALHI HOLDING CO

5430 LBJ FREEWAY

X

SUITE 1700

DALLAS, TX 75240

SIMMONS HAROLD C

THREE LINCOLN CENTRE

X

X

Chairman of the Board & CEO

5430 LBJ FREEWAY STE 1700

DALLAS, TX 75240-2697

Signatures

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

04/10/2006

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi, Inc.

04/10/2006

__Signature of Reporting Person

Date

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

04/10/2006

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company,
Inc.

04/10/2006

__Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation

04/10/2006

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi Group, Inc.

04/10/2006

__Signature of Reporting Person

Date

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A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc.	04/10/2006
____Signature of Reporting Person	Date
Gregory M. Swalwell, Vice President, for TIMET Finance Management Company	04/10/2006
____Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi Holding Company	04/10/2006
____Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	04/10/2006
____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) 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.
 - (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 04/10/2006), National City Lines, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 04/10/2006) NOA, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 04/10/2006) and Tremont LLC, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 04/10/2006).

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. 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.