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

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended September 30, 2008

Commission file number 1-31763

KRONOS WORLDWIDE, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE	76-0294959
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697
(Address of principal executive offices)

Registrant's telephone number, including area code: (972) 233-1700

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes X No __

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Large accelerated filer _ Accelerated filer X Non-accelerated filer __ Smaller reporting company __

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes _ No X

Number of shares of the Registrant's common stock outstanding on October 31, 2008: 48,960,049.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

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Items 2, 3, 4 and 5 of Part II are omitted because there is no information to report.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions)

ASSETS	**December 31, 2007**	**September 30, 2008**
		(Unaudited)
Current assets:		
Cash and cash equivalents	$ 72.2	**$ 30.3**
Restricted cash	1.8	**1.2**
Accounts and other receivables	227.3	**260.5**
Inventories	312.8	**301.9**
Prepaid expenses	6.0	**8.0**
Deferred income taxes	1.6	**1.6**
Total current assets	621.7	**603.5**
Other assets:		
Investment in TiO_2 manufacturing joint venture	118.5	**113.6**
Deferred income taxes	168.8	**171.4**
Other	19.5	**19.6**
Total other assets	306.8	**304.6**
Property and equipment:		
Land	39.7	**39.4**
Buildings	232.6	**230.1**
Equipment	1,009.8	**1,006.8**
Mining properties	89.7	**87.2**
Construction in progress	45.6	**61.4**
	1,417.4	**1,424.9**
Less accumulated depreciation and amortization	890.9	**902.3**
Net property and equipment	526.5	**522.6**
Total assets	$ 1,455.0	**$ 1,430.7**

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(In millions)

LIABILITIES AND STOCKHOLDERS' EQUITY	**December 31, 2007**	**September 30, 2008**
		(Unaudited)
Current liabilities:		
Current maturities of long-term debt	$ 16.2	**$ .8**
Accounts payable and accrued liabilities	195.4	**198.9**
Income taxes	9.6	**8.2**
Deferred income taxes	3.3	**2.2**
Total current liabilities	224.5	**210.1**
Noncurrent liabilities:		
Long-term debt	590.0	**635.0**
Deferred income taxes	48.2	**46.2**
Accrued pension cost	138.3	**128.6**
Accrued postretirement benefit cost	11.6	**11.4**
Other	31.4	**31.0**
Total noncurrent liabilities	819.5	**852.2**
Stockholders' equity:		
Common stock	.5	**.5**
Additional paid-in capital	1,061.7	**1,061.8**
Retained deficit	(527.9)	**(562.8)**
Accumulated other comprehensive loss	(123.3)	**(131.1)**
Total stockholders' equity	411.0	**368.4**
Total liabilities and stockholders’ equity	$ 1,455.0	**$ 1,430.7**

Commitments and contingencies (Notes 7 and 10)

See accompanying Notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2007	**2008**	**2007**	**2008**
		(Unaudited)		
Net sales	$ 343.3	**$ 345.6**	$ 999.9	**$ 1,070.0**
Cost of sales	276.4	**295.2**	799.0	**903.3**
Gross margin	66.9	**50.4**	200.9	**166.7**
Selling, general and administrative expense	41.8	**43.9**	121.9	**134.2**
Currency transaction gains (losses), net	(1.3)	**2.6**	.7	**(.3)**
Other operating income (expense), net	(1.7)	**(1.2)**	(4.7)	**(4.9)**
Income from operations	22.1	**7.9**	75.0	**27.3**
Other income (expense):				
Interest income	.7	**.3**	1.7	**.9**
Interest expense	(10.0)	**(11.3)**	(29.3)	**(33.0)**
Income (loss) before income taxes	12.8	**(3.1)**	47.4	**(4.8)**
Provision for income taxes (benefit)	94.0	**.5**	115.7	**(6.6)**
Net income (loss)	$ (81.2)	**$ (3.6)**	$ (68.3)	**$ 1.8**
Net income (loss) per basic and diluted share	$ (1.66)	**$ (.07)**	$ (1.40)	**$ .04**
Cash dividends per share	$ .25	**$ .25**	$ .75	**$ .75**
Basic and diluted weighted-average shares used in the calculation of net income (loss) per share	49.0	**49.0**	49.0	**49.0**

See accompanying Notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)

Nine months ended September 30, 2008

(In millions)

	Common stock	Additional paid-in capital	Retained deficit	Accumulated other comprehensive loss	Total stockholders' equity	Comprehensive loss
			(Unaudited)			
Balance at December 31, 2007	$ .5	$ 1,061.7	$ (527.9)	$ (123.3)	$ 411.0	
Net income	-	-	1.8	-	1.8	$ 1.8
Other comprehensive loss, net	-	-	-	(7.8)	(7.8)	(7.8)
Issuance of common stock	-	.1	-	-	.1	-
Dividends	-	-	(36.7)	-	(36.7)	-
Balance at September 30, 2008	$ .5	$ 1,061.8	$ (562.8)	$ (131.1)	$ 368.4	
Comprehensive loss						$ (6.0)

See accompanying Notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	Nine months ended September 30, 2007	Nine months ended September 30, 2008
	(Unaudited)	
Cash flows from operating activities:		
Net income (loss)	$ (68.3)	**$ 1.8**
Depreciation and amortization	36.1	**40.2**
Deferred income taxes	99.0	**(7.7)**
Distributions from (contributions to) to TiO_2 manufacturing joint venture	(3.9)	**4.9**
Benefit plan expense greater (less) than cash funding:		
Defined benefit pension plans	.2	**(4.3)**
Other postretirement benefits	.1	**.2**
Other, net	3.8	**1.8**
Change in assets and liabilities:		
Accounts and other receivables	(47.5)	**(40.3)**
Inventories	21.4	**3.0**
Prepaid expenses	(4.1)	**(2.2)**
Accounts payable and accrued liabilities	25.9	**14.7**
Income taxes	10.2	**(2.0)**
Accounts with affiliates	(2.4)	**3.5**
Other, net	(1.8)	**-**
Net cash provided by operating activities	68.7	**13.6**
Cash flows from investing activities:		
Capital expenditures	(29.4)	**(54.3)**
Change in restricted cash equivalents	.6	**.6**
Other, net	.1	**-**
Net cash used in investing activities	(28.7)	**(53.7)**
Cash flows from financing activities:		
Indebtedness:		
Borrowings	263.3	**318.2**
Principal payments	(247.3)	**(281.6)**
Deferred financing costs	-	**(1.2)**
Dividends paid	(36.7)	**(36.7)**
Net cash used in financing activities	(20.7)	**(1.3)**
Cash and cash equivalents - net change from:		
Operating, investing and financing activities	19.3	**(41.4)**
Currency translation	4.3	**(.5)**
Cash and cash equivalents at beginning of period	63.3	**72.2**
Cash and cash equivalents at end of period	$ 86.9	**$ 30.3**
Supplemental disclosures:		
Cash paid (received) for:		
Interest	$ 19.2	**$ 23.2**
Income taxes	10.1	**(.2)**
Accrual for capital expenditures	-	**3.3**

See accompanying Notes to Condensed Consolidated Financial Statements.

KRONOS WORLDWIDE, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2008

(Unaudited)

Note 1 - Organization and basis of presentation:

Organization – We are a majority-owned subsidiary of Valhi, Inc. (NYSE: VHI). At September 30, 2008, Valhi held approximately 59% of our outstanding common stock and NL Industries, Inc. (NYSE: NL) held an additional 36% of our common stock. Valhi owns approximately 83% of NL's outstanding common stock. Approximately 94% of Valhi's outstanding common stock is held by subsidiaries of Contran Corporation. Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (for which Mr. Simmons is sole trustee), or is held directly by Mr. Simmons or other persons or related companies to Mr. Simmons. Consequently, Mr. Simmons may be deemed to control each of these companies.

Basis of presentation – The unaudited Condensed Consolidated Financial Statements contained in this Quarterly Report have been prepared on the same basis as the audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 that we filed with the Securities and Exchange Commission ("SEC") on March 12, 2008 (the "2007 Annual Report"). In our opinion, we have made all necessary adjustments (which include only normal recurring adjustments) in order to state fairly, in all material respects, our consolidated financial position, results of operations and cash flows as of the dates and for the periods presented. We have condensed the Consolidated Balance Sheet and Statement of Stockholders' Equity and Comprehensive Income (Loss) at December 31, 2007 contained in this Quarterly Report as compared to our audited Consolidated Financial Statements at that date, and we have omitted certain information and footnote disclosures (including those related to the Consolidated Balance Sheet at December 31, 2007) normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Our results of operations for the interim periods ended September 30, 2008 may not be indicative of our operating results for the full year. The Condensed Consolidated Financial Statements contained in this Quarterly Report should be read in conjunction with our 2007 Consolidated Financial Statements contained in our 2007 Annual Report.

Unless otherwise indicated, references in this report to "we", "us" or "our" refer to Kronos Worldwide, Inc. and its subsidiaries (NYSE: KRO) taken as a whole.

Note 2 – Accounts and other receivables, net:

	December 31, 2007	September 30, 2008
	(In millions)	
Trade receivables	$ 189.9	**$ 231.4**
Recoverable VAT and other receivables	28.7	**22.9**
Refundable income taxes	7.5	**7.8**
Receivable from affiliates:		
Income taxes, net - Valhi	2.7	**-**
Other	.2	**-**
Allowance for doubtful accounts	(1.7)	**(1.6)**
Total	$ 227.3	**$ 260.5**

Note 3 - Inventories, net:

	December 31, 2007	September 30, 2008
	(In millions)	
Raw materials	$ 66.2	**$ 48.1**
Work in process	19.9	**16.8**
Finished products	170.9	**179.6**
Supplies	55.8	**57.4**
Total	$ 312.8	**$ 301.9**

Note 4 - Other noncurrent assets:

	December 31, 2007	September 30, 2008
	(In millions)	
Deferred financing costs, net	$ 8.3	**$ 7.9**
Pension asset	7.2	**8.1**
Restricted marketable debt securities	3.2	**3.0**
Other	.8	**.6**
Total	$ 19.5	**$ 19.6**

Note 5 – Accounts payable and accrued liabilities:

	December 31, 2007	September 30, 2008
	(In millions)	
Accounts payable	$ 105.7	**$ 88.0**
Employee benefits	26.5	**28.3**
Accrued sales discounts and rebates	15.2	**22.4**
Accrued interest	8.2	**17.6**
Payable to affiliates – Louisiana Pigment Company, L.P.	11.3	**10.0**
Other	28.5	**32.6**
Total	$ 195.4	**$ 198.9**

Note 6 - Long-term debt:

	December 31, 2007	September 30, 2008
	(In millions)	
Kronos International, Inc. - 6.5% Senior Secured Notes	$ 585.5	**$ 580.7**
Revolving credit facilities:		
U.S. bank credit facility	15.4	**28.8**
European bank credit facility	-	**21.9**
Other	5.3	**4.4**
Total debt	606.2	**635.8**
Less current maturities	16.2	**.8**
Total long-term debt	$ 590.0	**$ 635.0**

Revolving credit facilities – During the first nine months of 2008, we borrowed a net euro 15.0 million ($24.4 million when borrowed/repaid) under our European bank credit facility and a net $13.4 million under our U.S. bank credit facility. The average interest rate on these outstanding borrowings at September 30, 2008 was 6.7% and 5.0%, respectively. See Note 12.

During the second quarter of 2008, we amended our European revolving bank credit facility to extend the maturity date by three years to May 2011. As part of such amendment, the interest rate on outstanding borrowings under the credit facility increased to the applicable interbank rate plus 1.75%. All of the other terms and debt covenants of the amended facility remain substantially the same.

During the third quarter of 2008, we amended our U.S. revolving bank credit facility to extend the maturity date by three years to September 2011. As part of this amendment, we increased the size of the facility from $50.0 million to $70.0 million, and the interest rate on outstanding borrowings increased. Borrowings now bear interest at either the prime rate (prime plus 0.25% in some cases) or rates based upon the Eurodollar rate plus a range of 2.25% to 2.75%. All of the other terms and debt covenants of the amended facility remain substantially the same.

Our Canadian bank credit facility currently matures in January 2009. We are in the process of renegotiating our Canadian facility, and expect to have a new extension agreement in place prior to the maturity date.

Note 7 - Income taxes:

	Nine months ended September 30, 2007	Nine months ended September 30, 2008
	(In millions)	
Expected tax expense (benefit), at U.S. Federal statutory income tax rate of 35%	$ 16.6	**$ (1.7)**
Incremental U.S. tax and rate differences on equity in earnings of non-tax group companies	(1.2)	**(.3)**
Non-U.S. tax rates	(.1)	**.5**
Nondeductible expenses	2.3	**1.1**
U.S. state income taxes, net	.4	**.4**
Change in reserve for uncertain tax positions	(1.1)	**.8**
German tax rate change	90.8	**-**
German tax attribute adjustment	8.7	**(7.2)**
Other, net	(.7)	**(.2)**
Total	$ 115.7	**$ (6.6)**

During the second quarter of 2008, we recognized a $7.2 million non-cash deferred income tax benefit related to a European Court ruling that resulted in the favorable resolution of certain income tax issues in Germany and an increase in the amount of our German corporate and trade tax net operating loss carryforwards.

Certain of our non-U.S. tax returns are being examined and tax authorities may propose tax deficiencies including interest and penalties. We cannot guarantee that these tax matters will be resolved in our favor due to the inherent uncertainties involved in settlement initiatives and court and tax proceedings. We believe we have adequate accruals for additional taxes and related interest expense which could ultimately result from tax examinations. We believe the ultimate disposition of tax examinations should not have a material adverse effect on our consolidated financial position, results of operations or liquidity. We do not currently believe that our unrecognized tax benefits will change significantly within the next twelve months.

Note 8 – Employee benefit plans:

Defined benefit plans - The components of net periodic defined benefit pension cost are presented in the table below.

	Three months ended September 30, 2007	Three months ended September 30, 2008	Nine months ended September 30, 2007	Nine months ended September 30, 2008
	(In millions)			
Service cost	$ 2.0	**$ 1.7**	$ 5.9	**$ 5.2**
Interest cost	5.8	**6.1**	16.3	**18.6**
Expected return on plan assets	(4.3)	**(5.2)**	(12.7)	**(15.6)**
Amortization of prior service cost	.2	**.3**	.5	**.7**
Amortization of net transition obligations	.1	**.1**	.3	**.4**
Recognized actuarial losses	2.0	**1.4**	6.1	**3.8**
Total	$ 5.8	**$ 4.4**	$ 16.4	**$ 13.1**

Future variances from assumed actuarial rates, including the rate of return on our defined benefit pension plan assets as well as changes in the discount rate used to determine the projected benefit obligation, may result in increases or decreases to pension plan assets and liabilities, defined benefit pension expense and credits and funding requirements in future periods. We use a December 31st measurement date for our defined benefit pension plans. Given the current uncertainty of the global economy, our pension plan assets may be significantly lower at December 31, 2008 as compared to December 31, 2007.

Postretirement benefits - The components of net periodic postretirement benefits other than pensions ("OPEB") cost are presented in the table below.

	Three months ended September 30, 2007	Three months ended September 30, 2008	Nine months ended September 30, 2007	Nine months ended September 30, 2008
	(In millions)			
Service cost	$ -	**$ .1**	$ .2	**$ .2**
Interest cost	.2	**.2**	.5	**.6**
Amortization of prior service credit	(.1)	**(.1)**	(.2)	**(.2)**
Recognized actuarial losses	.1	**-**	.1	**.1**
Total	$ .2	**$ .2**	$ .6	**$ .7**

Contributions – We expect our 2008 contributions for our pension and postretirement plans to be consistent with the amounts we disclosed in our 2007 Annual Report.

Note 9 – Other noncurrent liabilities:

	December 31, 2007	September 30, 2008
	(In millions)	
Reserve for uncertain tax positions	$ 14.9	**$ 15.3**
Employee benefits	8.2	**8.1**
Insurance claims and expenses	2.3	**1.6**
Other	6.0	**6.0**
Total	$ 31.4	**$ 31.0**

Note 10 – Commitments and contingencies:

Litigation matters – From time-to-time, we are involved in various environmental, contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to our operations. In certain cases, we have insurance coverage for these items. We currently believe the disposition of all claims and disputes, individually or in the aggregate, should not have a material adverse effect on our consolidated financial position, results of operations or liquidity beyond the accruals we have already provided for.

Please refer to our 2007 Annual Report for a discussion of certain other legal proceedings to which we are a party.

Note 11 – Recent accounting pronouncements:

Fair Value Measurements **–** In September 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 157, *Fair Value Measurements*, which became effective for us on January 1, 2008. SFAS No. 157 generally provides a consistent, single fair value definition and measurement techniques for GAAP pronouncements. SFAS No. 157 also establishes a fair value hierarchy for different measurement techniques based on the objective nature of the inputs in various valuation methods. In February 2008, the FASB issued FSP No. FAS 157-2, *Effective Date of FASB Statement No. 157* which delays the provisions of SFAS No. 157 until January 1, 2009 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Beginning with our first quarter 2008 filing, all of our fair value measurements are in compliance with SFAS No. 157, except for such nonfinancial assets and liabilities for which we will be required to be in compliance with SFAS No. 157 prospectively beginning in the first quarter of 2009. The adoption of this standard did not have a material effect on our Consolidated Financial Statements.

Fair Value Option - In the first quarter of 2007 the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities.* SFAS No. 159 permits companies to choose, at specified election dates, to measure eligible items at fair value, with unrealized gains and losses included in the determination of net income. The decision to elect the fair value option is generally applied on an instrument-by-instrument basis, is irrevocable unless a new election date occurs, and is applied to the entire instrument and not only to specified risks or cash flows or a portion of the instrument. Items eligible for the fair value option include recognized financial assets and liabilities, other than an investment in a consolidated subsidiary, defined benefit pension plans, OPEB plans, leases and financial instruments classified in equity. An investment accounted for by the equity method is an eligible item. The specified election dates include the date the company first recognizes the eligible item, the date the company enters into an eligible commitment, the date an investment first becomes eligible to be accounted for by the equity method and the date SFAS No. 159 first becomes effective for us. SFAS No. 159 became effective for us on January 1, 2008. We did not elect to measure any eligible items at fair value in accordance with this new standard either at the date we adopted the new standard or subsequently during the first nine months of 2008; therefore the adoption of this standard did not have a material effect on our Consolidated Financial Statements.

Derivative Disclosures – In March 2008 the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133*. SFAS No. 161 changes the disclosure requirements for derivative instruments and hedging activities to provide enhanced disclosures about how and why we use derivative instruments, how derivative instruments and related hedged items are accounted for under SFAS No. 133 and how derivative instruments and related hedged items affect our financial position and performance and cash flows. This statement will become effective for us in the first quarter of 2009. We periodically use currency forward contracts to manage a portion of our foreign currency exchange rate market risk associated with trade receivables or future sales. We had no such contracts outstanding at December 31, 2007 or September 30, 2008. Because our prior disclosures regarding these forward contracts have substantially met all of the applicable disclosure requirements of the new standard, we do not believe the enhanced disclosure requirements of this new standard will have a significant effect on our Consolidated Financial Statements.

Note 12 – Subsequent event:

From time to time, companies related to Contran will have loans and advances outstanding between them and various related parties pursuant to term and demand notes. These loans and advances are generally entered into for cash management purposes, in which the lender is generally able to earn a higher rate of return on the loan than would have been earned if the lender invested the funds in other investments, and the borrower is able to pay a lower rate of interest than would be paid if the borrower had incurred third-party indebtedness. While certain of these loans may be of a lesser credit quality than cash equivalent instruments otherwise available to the lender, the lender will evaluate the credit risks involved and appropriately reflect those credit risk in the terms of the applicable loan. In this regard, in October 2008 the independent members of the Board of Directors of both us and NL approved terms for us borrowing up to $40 million from NL. Our borrowings from NL under the revolving note will be unsecured, bear interest at prime rate minus 1.5% with all principal due on demand (and no later than December 31, 2009). The amount of the outstanding borrowings at any time is solely at the discretion of NL. We intend to use any borrowings from NL to reduce the outstanding balance under our U.S. revolving bank credit facility. At October 31, 2008 we had borrowings of $33.3 million outstanding under this revolving note with NL, which we used to repay borrowings under our U.S. bank credit facility.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS:

Business and results of operations overview

We are a leading global producer and marketer of value-added titanium dioxide pigments (“TiO_2”). TiO_2 is used for a variety of manufacturing applications, including plastics, paints, paper and other industrial products. For the nine months ended September 30, 2008, approximately one-half of our sales volumes were into European markets. We believe we are the second largest producer of TiO_2 in Europe with an estimated 19% share of European TiO_2 sales volumes. In addition, we also have an estimated 15% share of North American TiO_2 sales volumes. Our production facilities are located throughout Europe and North America.

We reported a net loss of $3.6 million, or $.07 per diluted share, in the third quarter of 2008 as compared to a net loss of $81.2 million, or $1.66 per diluted share, in the third quarter of 2007. For the first nine months of 2008, we reported net income of $1.8 million, or $.04 per diluted share, compared to a net loss of $68.3 million, or $1.40 per diluted share, in the first nine months of 2007. Our diluted earnings per share increased from the 2007 periods to the 2008 periods primarily due to the net effects of an income tax benefit we recognized in 2008, lower income from operations in 2008 resulting principally from higher raw material and energy costs, and an income tax charge we recognized in 2007 associated with the adjustment of certain German income tax attributes.

Our net income in the first nine months of 2008 includes a second quarter income tax benefit of $7.2 million, or $.15 per diluted share, related to a European Court ruling that resulted in the favorable resolution of certain income tax issues in Germany. Our net loss for the first nine months of 2007 includes (i) a third quarter non-cash charge of $1.85 per diluted share relating to a decrease in our net deferred income tax asset in Germany resulting from the reduction in their income tax rates, (ii) an income tax benefit of $.02 per diluted share due to a net decrease in our income tax contingency reserves and (iii) a second quarter non-cash charge of $.18 per diluted share related to the adjustment of certain German income tax attributes.

Forward-looking information

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this Quarterly Report on Form 10-Q that are not historical in nature are forward-looking in nature about our future that are not statements of historical fact. Statements in this report including, but not limited to, statements found in Item 2 - "Management’s Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements that represent our beliefs and assumptions based on currently available information. In some cases you can identify these forward-looking statements by the use of words such as "believes," "intends," "may," "should," "could," "anticipates," "expected" or comparable terminology, or by discussions of strategies or trends. Although we believe the expectations reflected in forward-looking statements are reasonable, we do not know if these expectations will be correct. Forward-looking statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. While it is not possible to identify all factors, we continue to face many risks and uncertainties. Among the factors that could cause our actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Quarterly Report and those described from time to time in our other filings with the SEC including, but not limited to, the following:

- Future supply and demand for our products,
- The extent of our dependence on certain market sectors,
- The cyclicality of our businesses,
- Customer inventory levels (such as the extent to which our customers may, from time to time, accelerate purchases of TiO_2 in advance of anticipated price increases or defer purchases of TiO_2 in advance of anticipated price decreases),
- Changes in raw material and other operating costs (such as energy costs),
- The possibility of labor disruptions,
- General global economic and political conditions (such as changes in the level of gross domestic product in various regions of the world and the impact of such changes on demand for TiO_2),
- Competitive products and substitute products,
- Customer and competitor strategies,
- Potential consolidation or solvency of our competitors,

- The impact of pricing and production decisions,
- Competitive technology positions,
- Possible disruption of our business or increases in the cost of doing business resulting from terrorist activities or global conflicts,
- The introduction of trade barriers,
- Fluctuations in currency exchange rates (such as changes in the exchange rate between the U.S. dollar and each of the euro, the Norwegian kroner and the Canadian dollar),
- Operating interruptions (including, but not limited to, labor disputes, leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime and transportation interruptions),
- The timing and amounts of insurance recoveries,
- Our ability to renew or refinance credit facilities,
- Our ability to maintain sufficient liquidity,
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters,
- The ultimate ability to utilize income tax attributes or changes in income tax rates related to such attributes, the benefit of which has been recognized under the more likely than not recognition criteria,
- Environmental matters (such as those requiring compliance with emission and discharge standards for existing and new facilities),
- Government laws and regulations and possible changes therein,
- The ultimate resolution of pending litigation and
- Possible future litigation.

Should one or more of these risks materialize (or the consequences of such a development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those forecasted or expected. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

Results of operations

We consider TiO_2 to be a "quality of life" product, with demand affected by gross domestic product (or "GDP") in various regions of the world. Over the long-term, we expect that demand for TiO_2 will grow by 2% to 3% per year, consistent with our expectations for the long-term growth in GDP. However, even if we and our competitors maintain consistent shares of the worldwide market, demand for TiO_2 in any interim or annual period may not change in the same proportion as the change in GDP, in part due to relative changes in the TiO_2 inventory levels of our customers. We believe that our customers' inventory levels are partly influenced by their expectation for future changes in market TiO_2 selling prices.

The factors having the most impact on our reported operating results are:

- Our TiO_2 selling prices,
- Foreign currency exchange rates (particularly the exchange rate for the U.S. dollar relative to the euro and the Canadian dollar),
- Our TiO_2 sales and production volumes, and
- Manufacturing costs, particularly maintenance and energy-related expenses.

Our key performance indicators are our TiO_2 average selling prices, and our levels of TiO_2 sales and production volumes.

Quarter ended September 30, 2008 compared to the
Quarter ended September 30, 2007 -

	Three months ended September 30,			
	2007		**2008**	
	(Dollars in millions)			
Net sales	$ 343.3	100%	**$ 345.6**	**100%**
Cost of sales	276.4	81%	**295.2**	**85%**
Gross margin	66.9	19%	**50.4**	**15%**
Other operating expenses, net	44.8	13%	**42.5**	**12%**
Income from operations	$ 22.1	6%	**$ 7.9**	**3%**

	2007	2008	**% Change**
TiO_2 operating statistics:			
Sales volumes*	138	**121**	**(12)%**
Production volumes*	126	**126**	**-%**
Percent change in net sales:			
TiO_2 product pricing			**6%**
TiO_2 sales volumes			**(12)%**
TiO_2 product mix			**-%**
Changes in currency exchange rates			**7%**
Total			**1%**

* Thousands of metric tons

Net sales – Net sales increased 1% or $2.3 million compared to the third quarter of 2007 due to a 6% increase in average TiO_2 selling prices and the favorable effect of changes in currency exchange rates, almost completely offset by a 12% decrease in sales volumes. We estimate the favorable effect of changes in currency exchange rates increased our net sales by approximately $24 million, or 7%, compared to the same period in 2007.

Sales volumes in the third quarter of 2008 were 12% lower compared to 2007 as a result of lower demand due to the general downturn in economic growth in all markets. We expect our sales volumes in the fourth quarter of 2008 to be lower than the third quarter of 2008, and we expect our sales volumes for the full year 2008 to be lower than the full year 2007.

Cost of sales - Cost of sales increased $18.8 million or 7% in the third quarter of 2008 compared to 2007 due to the impact of a 27% increase in utility costs (primarily energy costs), a 12% increase in raw material costs and currency fluctuations (primarily the euro). Cost of sales as a percentage of net sales increased to 85% in the third quarter of 2008 compared to 81% in the third quarter of 2007 as higher average selling prices were not able to offset the unfavorable effects of higher operating costs. TiO_2 production volumes in the third quarter of 2008 were comparable to the same period in 2007, with operating rates near full capacity in both periods.

Income from operations – Income from operations for the third quarter of 2008 declined by 64% to $7.9 million compared to the same period in 2007. Income from operations as a percentage of net sales declined to 3% in the third quarter of 2008 from 6% in the same period for 2007. This decrease is driven by the decline in gross margin, which fell to 15% for the third quarter of 2008 compared to 19% for the third quarter of 2007. Gross margin has decreased as our increased operating costs (primarily energy costs and raw materials) and lower sales volumes have more than offset the favorable impact of higher average selling prices. Changes in currency rates have positively affected our gross margin and income from operations. We estimate the positive effect of changes in foreign currency exchange rates increased income from operations by approximately $1 million in the third quarter of 2008 as compared to the same period in 2007.

Other non-operating income (expense) – Interest expense increased $1.3 million from $10.0 million in the third quarter of 2007 to $11.3 million in the third quarter of 2008 primarily due to changes in foreign currency exchange rates as well as a higher average balance of outstanding borrowings under our revolving credit facilities, primarily in Europe. Excluding the effect of currency exchange rates, we expect interest expense will continue to be higher in 2008 as compared to 2007.

We have a significant amount of indebtedness denominated in the euro, primarily the 6.5% Senior Secured Notes. The interest expense we recognize will vary with fluctuations in the euro exchange rate.

Provision for income taxes – Our provision for income taxes was $.5 million in the third quarter of 2008 compared to $94.0 million in the same period last year. Our provision for income taxes in the third quarter of 2007 includes a $90.8 million charge related to the reduction of our net deferred income tax asset in Germany resulting from the enactment of legislation reducing the German income tax rates and a $1.2 million income tax benefit due to a net decrease in our income tax contingency reserves. See Note 7 to our Condensed Consolidated Financial Statements.

Nine months ended September 30, 2008 compared to the nine months ended September 30, 2007 -

	Nine months ended September 30, 2007		Nine months ended September 30, 2008	
	(Dollars in millions)			
Net sales	$ 999.9	100%	**$ 1,070.0**	**100%**
Cost of sales	799.0	80%	**903.3**	**84%**
Gross margin	200.9	20%	**166.7**	**16%**
Other operating expenses, net	125.9	13%	**139.4**	**13%**
Income from operations	$ 75.0	7%	**$ 27.3**	**3%**

	2007	2008	% Change
TiO_2 operating statistics:			
Sales volumes*	400	**389**	**(3)%**
Production volumes*	386	**390**	**1%**
Percent change in net sales:			
TiO_2 product pricing			**-%**
TiO_2 sales volumes			**(3)%**
TiO_2 product mix			**2%**
Changes in currency exchange rates			**8%**
Total			**7%**

* Thousands of metric tons

Net sales – Net sales increased 7% or $70.1 million compared to the nine months ended September 30, 2007 as the favorable effect of changes in foreign currency exchange rates more than offset the unfavorable impact of a 3% decrease in sales volumes. We estimate the favorable effect of changes in currency exchange rates increased our net sales by approximately $77 million, or 8%, compared to the same period in 2007.

Our 3% decrease in sales volumes for the nine months ended September 30, 2008 is primarily due to the net effect of lower demand due to the general downturn in economic growth in European and North American markets somewhat offset by higher demand in export markets.

Cost of sales - Cost of sales increased $104.3 million or 13% in the nine months ended September 30, 2008, compared to the same period in 2007, due to the impact of a 17% increase in utility costs (primarily energy costs), a 9% increase in raw material costs and currency fluctuations (primarily the euro). Cost of sales as a percentage of net sales increased to 84% in the nine months ended September 30, 2008 compared to 80% in the same period of 2007 primarily due to the unfavorable effects of higher operating costs and flat average selling prices. TiO_2 production volumes increased 1% in the first nine months of 2008 compared to the same period in 2007, with operating rates near full capacity in both periods. Production volumes in the first nine months of 2008 were a new record for us.

Income from operations – Income from operations for the nine months ended September 30, 2008 declined by 64% to $27.3 million compared to the same period in 2007. Income from operations as a percentage of net sales declined to 3% in the nine months ended September 30, 2008 from 7% in the same period for

2007. This decrease is driven by the decline in gross margin, which fell to 16% in 2008 compared to 20% in 2007. Gross margin has decreased primarily due to increased operating costs (primarily energy costs and raw materials) and lower sales volumes. Changes in currency rates have negatively affected our gross margin and income from operations. We estimate the negative effect of changes in foreign currency exchange rates decreased income from operations by approximately $14 million in the first nine months of 2008 as compared to the same period in 2007.

Other non-operating income (expense) – Interest expense increased $3.7 million from $29.3 million in the nine months ended September 30, 2007 to $33.0 million in the nine months ended September 30, 2008 primarily due to changes in foreign currency exchange rates as well as a higher average balance of outstanding borrowings under our revolving credit facilities, primarily in Europe.

Provision for income taxes – Our income tax benefit was $6.6 million in the first nine months of 2008 compared to a provision of $115.7 million in the same period last year. Our income tax benefit in 2008 includes a $7.2 million income tax benefit related to a European Court ruling that resulted in the favorable resolution of certain income tax issues in Germany and an increase in the amount of our German corporate and trade tax net operating loss carryforwards. Our provision for income taxes in 2007 includes a third quarter $90.8 million charge related to the reduction of our net deferred income tax asset in Germany resulting from the enactment of legislation reducing the German income tax rates, a third quarter $1.2 million income tax benefit due to a net decrease in our income tax contingency reserves and a second quarter $8.7 million charge related to the adjustment of certain German income tax attributes. See Note 7 to our Condensed Consolidated Financial Statements for a tabular reconciliation of our statutory tax expense to our actual tax expense.

Currency exchange

We have substantial operations and assets located outside the United States (primarily in Germany, Belgium, Norway and Canada). The majority of our foreign operations' sales are denominated in foreign currencies, principally the euro, other major European currencies and the Canadian dollar. A portion of our sales generated from our foreign operations are denominated in the U.S. dollar. Certain raw materials used worldwide, primarily titanium-containing feedstocks, are purchased in U.S. dollars, while labor and other production costs are purchased primarily in local currencies. Consequently, the translated U.S. dollar value of our foreign sales and operating results are subject to currency exchange rate fluctuations which may favorably or adversely impact reported earnings and may affect the comparability of period-to-period operating results. Overall, fluctuations in foreign currency exchange rates had the following effects on our net sales and income from operations in 2008 as compared to 2007.

	Three months ended September 30, 2008 vs. 2007	Nine months ended September 30, 2008 vs. 2007
	Increase (decrease), in millions	
Impact on:		
Net sales	$ 24	$ 77
Income from operations	1	(14)

Outlook

During the second and third quarters of 2008, we and our competitors announced various price increases and surcharges in response to higher operating costs. A portion of these price increase announcements were implemented during the second and third quarter of 2008, with additional implementation expected during the fourth quarter of 2008. As a result, we expect our average selling prices in the fourth quarter of 2008 will be higher than our average selling prices during the first nine months of the year. We expect overall demand will continue to remain good in export markets, while demand in North America and Europe will be somewhat weaker for the remainder of the year. Overall, we expect our income from operations for the fourth quarter of 2008 will be higher than the third quarter of 2008, as the favorable effects of anticipated improvements in product pricing are expected to offset higher production costs and seasonably lower sales volumes. However, income from operations for the full year 2008 is expected to be lower than 2007. Our expectations as to the future of the TiO_2 industry are based upon a number of factors beyond our control, including worldwide growth of gross domestic product, competition in the marketplace, unexpected or earlier than expected capacity additions and technological advances. If actual developments differ from our expectations, our results of operations could be unfavorably affected.

Through our debottlenecking program, we have added capacity to our German chloride-process facility. In addition, equipment upgrades and enhancements in several locations have allowed us to reduce downtime for maintenance activities. Our production capacity has increased by approximately 30% over the past ten years with only moderate capital expenditures. We believe our annual attainable TiO_2 production capacity for 2008 is approximately 532,000 metric tons, with some additional capacity expected to be available in 2009 through our continued debottlenecking efforts.

LIQUIDITY AND CAPITAL RESOURCES

Consolidated cash flows

Operating activities

Trends in cash flows as a result of our operating activities (excluding the impact of significant asset dispositions and relative changes in assets and liabilities) are generally similar to trends in our earnings.

Our cash provided by operating activities was $13.6 million in the first nine months of 2008 compared to $68.7 million in the first nine months of 2007. This $55.1 million decrease in the amount of cash provided is due primarily to the net effects of the following items:

- Lower income from operations in 2008 of $47.7 million;
- Higher net distributions from our TiO_2 joint venture in 2008 of $8.8 million due to relative changes in their cash requirements;
- Higher net cash used from relative changes in our inventories, receivables, payables and accruals of $14.4 million in 2008 due in part to relative changes in our inventory levels, as discussed below;
- Lower cash paid for income taxes in 2008 of $10.3 million due to our reduced profitability; and
- Higher cash paid for interest in 2008 of $4.0 million due to higher average balances of outstanding borrowings under our revolving credit facilities.

Changes in working capital were affected by accounts receivable and inventory changes. Our average days sales outstanding ("DSO") increased from 63 days at December 31, 2007 to 66 days at September 30, 2008 due to the timing of collection on higher accounts receivable balances at the end of September. For comparative purposes, our average DSO increased from 61 days at December 31, 2006 to 69 days at September 30, 2007. Our average days sales in inventory ("DSI") decreased from 59 days at December 31, 2007 to 55 days at September 30, 2008. For comparative purposes, our average DSI decreased to 50 days at September 30, 2007 from 68 days at December 31, 2006.

Investing activities

Our capital expenditures of $29.4 million and $54.3 million in the nine months ended September 30, 2007 and 2008, respectively, were primarily for improvements and upgrades to existing facilities.

Financing activities

During the nine months ended September 30, 2008, we had net borrowings of euro 15.0 million ($24.4 million when borrowed/repaid) under our European credit facility and $13.4 million under our U.S. credit facility.

In each of the nine months ended September 30, 2007 and 2008, we paid a quarterly dividend to stockholders of $.25 per share for an aggregate dividend $36.7 million.

Outstanding debt obligations

At September 30, 2008, our consolidated debt was comprised principally of:

- euro 400 million principal amount of our 6.5% Senior Secured Notes ($580.7 million) due in 2013;
- euro 15.0 million ($21.9 million) under our European revolving credit facility which matures in May 2011;
- $28.8 million under our U.S. revolving credit facility which matures in September 2011; and
- approximately $4.4 million of other indebtedness.

Certain of our credit agreements contain provisions which could result in the acceleration of indebtedness prior to its stated maturity for reasons other than defaults for failure to comply with applicable covenants. For example, certain credit agreements allow the lender to accelerate the maturity of the indebtedness upon a change of control (as defined in the agreement) of the borrower. In addition, certain credit agreements could result in the acceleration of all or a portion of the indebtedness following a sale of assets outside the ordinary course of business. We are in compliance with all of our debt covenants at September 30, 2008.

During the second quarter of 2008, we amended our European revolving bank credit facility to extend the maturity date by three years to May 2011. During the third quarter of 2008, we amended our U.S. revolving bank credit facility to increase the size of the facility from $50.0 million to $70.0 million and to extend the maturity date by three years to September 2011. Our Canadian revolving credit facility currently matures in January 2009 and we are in the process of renegotiating this facility, and expect to have a new extension agreement in place prior to the maturity date. See Note 6 to the Condensed Consolidated Financial Statements.

In October 2008, NL agreed to loan us up to $40 million. The amount of our outstanding borrowings from NL at any time is solely at NL's discretion. We intend to use any borrowings from NL to reduce the outstanding balance under our U.S. revolving bank credit facility. At October 31, 2008 we had borrowings of $33.3 million outstanding under this revolving note with NL, which we used to repay borrowings under our U.S. bank credit facility. See Note 12 to the Condensed Consolidated Financial Statements.

Our assets consist primarily of investments in operating subsidiaries, and our ability to service parent level obligations, including the Senior Secured Notes, depends in large part upon the distribution of earnings of our subsidiaries, whether in the form of dividends, advances or payments on account of intercompany obligations or otherwise. None of our subsidiaries have guaranteed the Senior Secured Notes, although Kronos International, Inc. ("KII"), our subsidiary, has pledged 65% of the common stock or other ownership interests of certain of KII's first-tier operating subsidiaries as collateral for the Senior Secured Notes. The terms of the indenture governing the Senior Secured Notes limits KII's ability to pay dividends and make other restricted payments. At September 30, 2008, the maximum amount of dividends and other restricted payments that KII could make (the "Restricted Payment Basket") was approximately $53 million. However, the indenture currently prohibits KII from utilizing such Restricted Payment Basket because KII has not met a specified financial ratio; such prohibition will continue until such time as KII meets the specified financial ratio.

Future cash requirements

Liquidity

Our primary source of liquidity on an ongoing basis is cash flows from operating activities. From time-to-time we will incur indebtedness, generally to (i) fund short-term working capital needs, (ii) refinance existing indebtedness or (iii) fund major capital expenditures or the acquisition of other assets outside the ordinary course of business. We will also from time-to-time sell assets outside the ordinary course of business, the proceeds of which are generally used to (i) repay existing indebtedness, (ii) make investments in marketable and other securities, (iii) fund major capital expenditures or the acquisition of other assets outside the ordinary course of business or (iv) pay dividends.

Pricing within the TiO_2 industry is cyclical, and changes in industry economic conditions significantly impact earnings and operating cash flows. Changes in TiO_2 pricing, production volumes and customer demand, among other things, could significantly affect our liquidity.

We routinely evaluate our liquidity requirements, alternative uses of capital, capital needs and availability of resources in view of, among other things, our dividend policy, our debt service and capital expenditure requirements and estimated future operating cash flows. As a result of this process, we have in the past and may in the future seek to reduce, refinance, repurchase or restructure indebtedness, raise additional capital, repurchase shares of our common stock, modify our dividend policy, restructure ownership interests, sell interests in our subsidiaries or other assets, or take a combination of these steps or other steps to manage our liquidity and capital resources. Such activities have in the past and may in the future involve related companies. In the normal course of our business, we may investigate, evaluate, discuss and engage in acquisition, joint venture, strategic relationship and other business combination opportunities in the TiO_2 industry. In the event of any future acquisition or joint venture opportunity, we may consider using then-available liquidity, issuing our equity securities or incurring additional indebtedness.

At September 30, 2008, unused credit available under all of our existing credit facilities was approximately $131 million. Based upon our expectation for the TiO_2 industry and anticipated demands on cash resources, we expect to have sufficient liquidity to meet our future obligations including operations, capital expenditures, debt service and current dividend policy. If actual developments differ from our expectations, our liquidity could be adversely affected.

Capital expenditures

We intend to spend approximately $68 million for major improvements and upgrades to our existing facilities during 2008, including the $54 million we have spent through September 30, 2008.

Off-balance sheet financing

We do not have any off-balance sheet financing agreements other than the operating leases discussed in our 2007 Annual Report.

Commitments and contingencies

See Notes 7 and 10 to the Condensed Consolidated Financial Statements for a description of certain income tax examinations currently underway and legal proceedings.

Recent accounting pronouncements

See Note 11 to the Condensed Consolidated Financial Statements.

Critical accounting policies

For a discussion of our critical accounting policies, refer to Part I, Item 7 - “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2007 Annual Report. There have been no changes in our critical accounting policies during the first nine months of 2008.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We are exposed to market risk, including foreign currency exchange rates, interest rates and security prices. For a discussion of such market risk items, refer to Part I, Item 7A. - “Quantitative and Qualitative Disclosure About Market Risk” in our 2007 Annual Report. There have been no material changes in these market risks during the first nine months of 2008.

We have substantial operations located outside the United States for which the functional currency is not the U.S. dollar. As a result, the reported amounts of our assets and liabilities related to our non-U.S. operations, and therefore our consolidated net assets, will fluctuate based upon changes in currency exchange rates.

Certain of our sales generated by our non-U.S. operations are denominated in U.S. dollars. We periodically use currency forward contracts to manage a very nominal portion of foreign exchange rate risk associated with trade receivables denominated in a currency other than the holder's functional currency or similar exchange rate risk associated with future sales. We have not entered into these contracts for trading or speculative purposes in the past, nor do we currently anticipate entering into such contracts for trading or speculative purposes in the future. We held no such currency forward contracts in the first nine months of 2008. However, in October 2008 we entered into a series of currency forward contracts to exchange:

- an aggregate of $35.0 million for an equivalent value of Canadian dollars at exchange rates ranging from Cdn. $1.25 to Cdn. $1.26 per U.S. dollar. These contracts mature from November 2008 through December 2009 at a rate of $2.5 million per month.
- an aggregate $30.0 million for an equivalent value of Norwegian Kroners at exchange rates ranging from kroner 6.91 to kroner 6.94. These contracts mature from January 2009 through December 2009 at a rate of $2.5 million per month.
- an aggregate euro 8.4 million for an equivalent value of Norwegian Kroners at exchange rates ranging from kroner 8.64 to kroner 8.70. These contracts mature from January 2009 through December 2009 at a rate of euro .7 million per month.

To the extent we held such contracts during 2007, we did not use hedge accounting for any of our contracts, and we do not anticipate using hedge accounting for any of the contracts we entered into in October 2008.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

We maintain a system of disclosure controls and procedures. The term "disclosure controls and procedures," as defined by Exchange Act Rule 13a-15(e), means controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports we file or submit to the SEC under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions to be made regarding required disclosure. Each of Harold C. Simmons, our Chief Executive Officer, and Gregory M. Swalwell, our Vice President, Finance and Chief Financial Officer, have evaluated the design and operating effectiveness of our disclosure controls and procedures as of September 30, 2008. Based upon their evaluation, these executive officers have concluded that our disclosure controls and procedures are effective as of September 30, 2008.

Internal control over financial reporting

We also maintain internal control over financial reporting. The term “internal control over financial reporting,” as defined by Exchange Act Rule 13a-15(f), means a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets,
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
- Provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of our assets that could have a material effect on our Condensed Consolidated Financial Statements.

As permitted by the SEC, our assessment of internal control over financial reporting excludes (i) internal control over financial reporting of our equity method investees and (ii) internal control over the preparation of our financial statement schedules required by Article 12 of Regulation S-X. However, our assessment of internal control over financial reporting with respect to our equity method investees did include our controls over the recording of amounts related to our investment that are recorded in our Condensed Consolidated Financial Statements, including controls over the selection of accounting methods for our investments, the recognition of equity method earnings and losses and the determination, valuation and recording of our investment account balances.

Changes in internal control over financial reporting

There has been no change to our internal control over financial reporting during the quarter ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, the internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Refer to Note 10 of the Condensed Consolidated Financial Statements and to our 2007 Annual Report for descriptions of certain legal proceedings.

Item 1A. Risk Factors

For a discussion of the risk factors related to our businesses, refer to Part I, Item 1A., “Risk Factors,” in our 2007 Annual report. There have been no material changes to such risk factors during the nine months ended September 30, 2008.

Item 6. Exhibits.

Exhibit No.

10.1 – $40,000,000 Unsecured Revolving Demand Promissory Note dated October 29, 2008 and payable to NL Industries, Inc. – incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K that was filed with the U.S. Securities and Exchange Commission on October 29, 2008.

31.1 – Certification

31.2 – Certification

32.1 – Certification

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

K r o n o s W o r l d w i d e , I n c .

(Registrant)

Date November 3, 2008

/s/ Gregory M. Swalwell
Gregory M. Swalwell
Vice President, Finance
and Chief Financial Officer
(Principal Financial Officer)

Date November 3, 2008

/s/ Tim C. Hafer
Tim C. Hafer
Vice President and Controller
(Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION

I, Harold C. Simmons, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Kronos Worldwide, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2008

/s/ Harold C. Simmons
Harold C. Simmons
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Gregory M. Swalwell, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Kronos Worldwide, Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2008

/s/ Gregory M. Swalwell
Gregory M. Swalwell
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Kronos Worldwide, Inc. (the Company) on Form 10-Q for the quarter ended September 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Harold C. Simmons, Chief Executive Officer of the Company, and I, Gregory M. Swalwell, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Harold C. Simmons
Harold C. Simmons
Chief Executive Officer

/s/ Gregory M. Swalwell
Gregory M. Swalwell
Chief Financial Officer

November 3, 2008

Note: The certification the registrant furnishes in this exhibit is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Registration Statements or other documents filed with the Securities and Exchange Commission shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.