

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CONTRAN CORP</u>  (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700  (Street) DALLAS TX 75240  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KRONOS WORLDWIDE INC [ KRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/23/2004		J <sup>(1)</sup>		300	D	\$41	18,503,955	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/28/2004		J <sup>(1)</sup>		4,200	D	\$41	18,499,755	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value								22,101,443	I	by Valhi <sup>(3)</sup>
Common Stock \$0.01 par value								5,311,899	I	by Tremont <sup>(4)</sup>
Common Stock \$0.01 par value								2,850	I	by TFMC <sup>(5)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
CONTRAN CORP  
 (Last) (First) (Middle)  
 5430 LBJ FRWY  
 SUITE 1700  
 (Street)  
 DALLAS TX 75240  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NL INDUSTRIES INC  
 (Last) (First) (Middle)  
 5430 LBJ FREEWAY  
 SUITE 1700  
 (Street)  
 DALLAS TX 75240-2697  
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VALHI INC /DE/](#)

(Last) (First) (Middle)

5430 LBJ FRWY  
STE 1700

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TREMONT LLC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY  
SUITE 1700

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[NATIONAL CITY LINES INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY  
SUITE 1700

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DIXIE RICE AGRICULTURE CORP INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY  
SUITE 1700

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SOUTHWEST LOUISIANA LAND CO INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY  
SUITE 1700

(Street)  
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TITANIUM METALS CORP](#)

(Last) (First) (Middle)

1999 BROADWAY  
STE 4300

(Street)

DENVER CO 80202

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TIMET FINANCE MANAGEMENT CO

(Last) (First) (Middle)

913 N MARKET ST  
SUITE 217

(Street)

WILMINGTON DE 19801

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

SIMMONS HAROLD C

(Last) (First) (Middle)

5430 LBJ FREEWAY  
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

**Explanation of Responses:**

1. Open market sale 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.
2. 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.
3. Directly held 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.
4. Directly held by Tremont LLC. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
5. 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 3,984 and 35,622 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 Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/28/2004), Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/28/2004) and NOA, Inc. 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 12/28/2004). See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

A. Andrew R. Louis, Secretary, 12/28/2004  
for Contran Corporation

A. Andrew R. Louis, Assistant  
Secretary, for NL Industries, 12/28/2004  
Inc.

A. Andrew R. Louis, Secretary, 12/28/2004  
for Valhi, Inc.

A. Andrew R. Louis, Secretary, 12/28/2004  
for Tremont LLC

A. Andrew R. Louis, Secretary, 12/28/2004  
for National City Lines, Inc.

A. Andrew R. Louis, Assistant  
Secretary, for Titanium Metals 12/28/2004  
Corporation

A. Andrew R. Louis, Secretary, 12/28/2004  
for Dixie Rice Agricultural  
Corporation, Inc.

A. Andrew R. Louis, Secretary, 12/28/2004  
for Southwest Louisiana Land  
Company, Inc.

A. Andrew R. Louis, Attorney- 12/28/2004  
in-fact, for Harold C. Simmons

Gregory M. Swalwell, Vice  
President, for TIMET Finance 12/28/2004  
Management Company.

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Valhi, Inc. ("Valhi"), NL Industries, Inc. ("NL") and Tremont LLC ("Tremont") are the holders of 45.2%, 37.8% and 10.9%, respectively, of the outstanding shares of common stock, par value \$0.01 per share ("Common Stock"), of the issuer.

Valhi, Tremont and TIMET Finance Management Company ("TFMC") are the direct holders of approximately 62.2%, 21.1% and 0.5%, respectively, of the outstanding common stock of NL. Valhi is the direct holder of 100% of the membership interests of Tremont. Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), Contran Corporation ("Contran"), the Harold Simmons Foundation, Inc. (the "Foundation"), the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and The Combined Master Retirement Trust (the "CMRT") are the direct holders of approximately 77.6%, 9.1%, 3.4%, 0.9%, 0.4% and 0.1%, respectively, of the outstanding shares of Valhi common stock. National, NOA, Inc. ("NOA") and Dixie Holding Company ("Dixie Holding") are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding common stock of National. Contran and Southwest Louisiana Land Company, Inc. ("Southwest") are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA. Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") is the direct holder of 100% of the outstanding common stock of Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and approximately 88.9% of the outstanding common stock of Southwest.

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 (the "Trusts"), of which Mr. Simmons is the sole trustee, or is held by Mr. Simmons or persons or entities related to Mr. Simmons. As sole trustee of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by the Trusts. Mr. Simmons disclaims beneficial ownership of all Contran shares that the Trusts hold.

Harold C. Simmons is the chairman of the board and chief executive officer of each of the issuer and NL and the chairman of the board of each of Tremont, Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran.

The Foundation directly holds approximately 0.9% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation.

The CDCT No. 2 directly holds approximately 0.4% of the outstanding shares of Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

The CMRT directly holds approximately 0.1% of the outstanding shares of Valhi common stock. Valhi established the CMRT to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi and related companies adopt. Harold C. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. Valhi's board of directors selects the trustee and members of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT.

By virtue of the holding of the offices, the stock ownership and his services as trustee, all as described above, (a) Harold C. Simmons may be deemed to control such entities and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of shares directly held by certain of such other entities. However, Mr. Simmons disclaims such beneficial ownership of the shares beneficially owned directly or indirectly by any of such entities, except to the extent of his vested beneficial interest, if any, in shares held by the CMRT and his interest as a beneficiary of the CDCT No. 2. Mr. Harold Simmons disclaims beneficial ownership of all shares of Common Stock that Valhi, NL, Tremont or TFMC directly holds.

TFMC owns 2,850 shares of Common Stock. Titanium Metals Corporation ("TIMET") owns 100% of the outstanding common stock of TFMC. Tremont, Harold C. Simmons' spouse, the CMRT and Valhi are the holders of approximately 39.6%, 14.4%, 12.1% and 1.3% of the outstanding common stock of TIMET. The ownership of Ms. Simmons is based on the 1,600,000 shares of TIMET's 6 3/4% Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), that she directly owns, which are convertible into 2,666,666 shares of TIMET's common stock. The ownership of Valhi includes 24,500 shares of TIMET's common stock that Valhi has the right to acquire upon conversion of 14,700 shares of Series A Preferred Stock that Valhi directly holds. The percentage ownership of TIMET's common stock held by Ms. Simmons and Valhi assumes the full conversion of only the shares of Series A Preferred Stock owned by her and Valhi, respectively. Harold C. Simmons is vice chairman of TIMET.

Harold C. Simmons' spouse is the direct owner of 35,622 shares of Common Stock, 69,475 shares of NL common stock, 43,400 shares of Valhi common stock and 1,600,000 shares of Series A Preferred Stock, which are convertible into 2,666,666 shares of TIMET common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims all such beneficial ownership.

Harold C. Simmons directly holds 3,984 shares of Common Stock, 30,800 shares of NL common stock (including stock options exercisable for 6,000 shares) and 3,383 shares of Valhi common stock.

Tall Pines Insurance Company ("Tall Pines"), NL and a subsidiary of NL directly own 1,000,000, 3,522,967 and 1,186,200 shares of Valhi common stock, respectively. Tremont is the direct holder of 100% of the outstanding common stock of Tall Pines. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that Tall Pines, NL and the subsidiary of NL own as treasury stock for voting purposes. For the purposes of the percentage calculations herein, such shares are not deemed outstanding.