

**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>VALHI INC /DE/</u>			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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2003</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>5430 LBJ FRWY</u> <u>STE 1700</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/10/2003</u>						
(Street)	(City)	(State)	(Zip)						
<u>DALLAS</u>	<u>TX</u>	<u>75240</u>							
(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	12/08/2003		J <sup>(1)</sup>	V	15,067,695	A	\$0	15,067,695	D	
Common Stock \$0.01 par value	12/08/2003		J <sup>(1)</sup>		23,895,542	D	\$0	25,047,507	I	by NL <sup>(2)</sup>
Common Stock \$0.01 par value	12/08/2003		J <sup>(1)</sup>	V	5,107,770	A	\$0	5,107,770	I	by Tremont LLC <sup>(3)</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					

**Explanation of Responses:**

- Upon the December 8, 2003 waiver or satisfaction of all of the conditions to the Distribution Agreement dated November 6, 2003 between NL Industries, Inc. ("NL") and Kronos Worldwide, Inc., the issuer and a subsidiary of NL ("KWI"), NL distributed on December 8, 2003 one share of common stock of KWI for every two shares of NL common stock outstanding as of the close of business on November 17, 2003, the record date for the distribution. In the aggregate, NL distributed 23,895,542 shares of KWI common stock to holders of NL common stock in the distribution.
- Directly held by NL Industries, Inc. See the Additional Information filed as an exhibit to the original Form 4 that this statement amends for a description of the relationship.
- Directly held by Tremont LLC. See the Additional Information filed as an exhibit to the original Form 4 that this statement amends for a description of the relationship.

A. Andrew R. Louis, Secretary, 04/29/2004  
for Valhi, Inc.

\*\* 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.