

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>CONTRAN CORP</u>  (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700  (Street) DALLAS TX 75240-2620  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NL INDUSTRIES INC [ NL ]</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) <u>06/01/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 \$0.125 par value per share	06/01/2022		s <sup>(1)</sup>		2,000	D	\$8.23	0	I	By Kronos <sup>(1)</sup>
Common Stock \$0.125 par value per share								40,387,531	I	By Valhi <sup>(2)</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)		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)					

1. Name and Address of Reporting Person* <u>CONTRAN CORP</u>  (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700  (Street) DALLAS TX 75240-2620  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Simmons Lisa K</u>  (Last) (First) (Middle) 5430 LBJ FREEWAY SUITE 1700  (Street) DALLAS TX 75240-2620  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>KRONOS WORLDWIDE INC</u>

(Last)	(First)	(Middle)
5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240-2620
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

Harold C. Simmons Family Trust No. 2

(Last)	(First)	(Middle)
5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240-2620
(City)	(State)	(Zip)

**Explanation of Responses:**

- On June 1, 2022, the issuer, NL Industries, Inc. ("NL"), purchased 2,000 shares of its common stock, par value \$0.125 per share, from Kronos Worldwide, Inc. ("Kronos") in a private transaction that was approved in advance by the independent directors of NL and Kronos. See Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to have beneficially owned these shares.
- Directly held by Valhi, Inc. ("Valhi"). See Exhibit 99.1 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares.

**Remarks:**

Exhibit Index 99.1 Additional Information

<u>Andrew B. Nace, Executive Vice President of Contran Corporation</u>	<u>06/01/2022</u>
<u>Andrew B. Nace, Executive Vice President of Kronos Worldwide, Inc.</u>	<u>06/01/2022</u>
<u>Andrew B. Nace, Attorney-in- fact for Lisa K. Simmons</u>	<u>06/01/2022</u>
<u>Ashley Tarleton, AVP &amp; Trust Officer of Tolleson Private Bank, not in its individual capacity but solely as trustee of the Harold C. Simmons Family Trust No. 2</u>	<u>06/01/2022</u>
** 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.**

The following is a description of the relationships among the Reporting Persons and certain related entities or persons that may be deemed to beneficially own shares of the common stock, par value \$0.125 per share (the "NL Shares"), of the issuer, NL Industries, Inc. ("NL").

A majority of the outstanding voting stock of Contran Corporation ("Contran") is held directly by Lisa K. Simmons and various family trusts established for the benefit of Ms. Simmons, Thomas C. Connelly (the husband of Ms. Simmons' late sister) and their children and for which Ms. Simmons or Mr. Connelly, as applicable, serve as trustee (collectively, the "Other Trusts"). With respect to the Other Trusts for which Mr. Connelly serves as trustee, pursuant to the terms of a stockholders agreement (the "Contran Stockholders Agreement") he is required to vote the shares of Contran voting stock held in such trusts in the same manner as Ms. Simmons. Such voting rights of Ms. Simmons last through April 22, 2030 and are personal to Ms. Simmons.

The remainder of Contran's outstanding voting stock is held by the Harold C. Simmons Family Trust No 2 (the "Family Trust"), which was established for the benefit of Ms. Simmons and her late sister and their children and for which for which Tolleson Private Bank serves as trustee (the "Trustee").

Ms. Simmons serves as chair of the Contran board of directors (the "Contran Board"), and one other member of Contran management also serves on the Contran Board. The Trustee of the Family Trust has the power to vote the shares of Contran stock held by the Family Trust and to direct the disposition of such shares subject to certain right-of-first-refusal limitations and restrictions as set forth in the Contran Stockholders Agreement. Ms. Simmons has the power to vote the shares of Contran stock she holds directly or indirectly (for the shares of Contran stock held by the Other Trusts for which she serves as trustee), and by virtue of the Contran Stockholders Agreement has the power to vote the shares of Contran stock held by the Other Trusts for which she does not serve as trustee. Ms. Simmons has the power to direct the disposition of the shares of Contran stock she holds directly or indirectly (for the shares of Contran stock held by the Other Trusts for which she serves as trustee) subject to certain right-of-first-refusal limitations and restrictions as set forth in the Contran Stockholders Agreement.

Contran is the holder of the sole membership interest of Dixie Rice Agricultural L.L.C. ("Dixie Rice") and may be deemed to control Dixie Rice.

Ms. Simmons and the Family Trust directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding NL shares:

Valhi, Inc. ("Valhi").....	82.8%
Kronos Worldwide ("Kronos Worldwide").....	Less than 1%

Together, Valhi and Kronos Worldwide may be deemed to control NL.

Ms. Simmons and the Family Trust directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding shares of Kronos Worldwide common stock:

Valhi.....	50.2%
NLKW Holding LLC ("NLKW").....	30.5%
Contran.....	Less than 1%

Together, Valhi, NL (and its wholly owned subsidiary NLKW) and Contran may be deemed to control Kronos Worldwide.

Ms. Simmons and the Family Trust directly hold, or are related to the following persons or entities that directly hold, the following percentages of the outstanding shares of Valhi common stock:

Dixie Rice.....	91.5%
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Dixie Rice may be deemed to control Valhi.

NL (including a wholly owned subsidiary of NL) and Kronos Worldwide own 14,372,970 shares and 1,724,916 shares, respectively, of Valhi common stock. As already stated, Valhi is the direct holder of approximately 82.8% of the outstanding shares of common stock of NL and 50.2% of the outstanding shares of Kronos Worldwide common

stock. As a result of Valhi's direct and indirect ownership of NL and Kronos Worldwide and pursuant to Delaware law and Section 13(d)(4) of the Exchange Act, Valhi treats the shares of Valhi common stock that NL and Kronos Worldwide own as treasury stock for voting purposes. For the purposes of this statement, such shares of Valhi common stock that NL and Kronos Worldwide hold are not deemed outstanding.

By virtue of the stock ownership of each of Kronos Worldwide, NL, Valhi, Dixie Rice and Contran, Ms. Simmons being a beneficiary of the Family Trust, the direct holdings of Contran voting stock by Ms. Simmons, the voting rights conferred to Ms. Simmons by the Contran Stockholders Agreement with respect to the Connelly Direct Shares and the Connelly Indirect Shares, the position of chair of the Contran Board by Ms. Simmons, and the Family Trust's ownership of Contran voting stock, in each case as described above,

(a) Ms. Simmons and the Family Trust (and the Trustee, in its capacity as trustee of the Family Trust) may be deemed to control Contran, Dixie Rice, Valhi, NL and Kronos Worldwide and

(b) Ms. Simmons, the Family Trust (and the Trustee, in its capacity as trustee of the Family Trust), Contran, Dixie Rice, Valhi, NL and Kronos Worldwide may be deemed to possess indirect beneficial ownership of, and a pecuniary interest in, shares of common stock directly held by such entities, including any NL Shares. However, Ms. Simmons and the Family Trust (and the Trustee) each disclaims beneficial ownership of, and such pecuniary interest in, such shares beneficially owned, directly or indirectly, by any of such entities, except to the extent of their direct beneficial ownership, if any, in shares of such entities.