FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	PROVAL
OMB Number:	3235-0287
Estimated average	burden

0.5

hours per response:

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

City	Name and Address of Reporting Person*     WATSON STEVEN L					2. Issuer Name <b>and</b> Ticker or Trading Symbol KRONOS WORLDWIDE INC [ KRO ]										all app	onship of Reporting F all applicable) Director		Person(s) to Issuer 10% Owner		
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  DALLAS TX 75240  (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) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (B. Individual or Joint/Group Filing (Check Application of Securities Acquired, Disposed of, or Beneficially Owned (A) or (Instr. 3)  3. Transaction (Beneficially Owned (Benefici						·															
City   (State)   (Zip)	SUIT 1700					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date, (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  2. Transaction Code (Instr. 3)  2. Transaction Date, (Month/Day/Year)  2. Transaction Code (Instr. 4)  2. Transaction Code (Instr. 4)  2. Transaction Code (Instr. 4)  3. Transaction Code (Instr. 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Semeficially Owned Securities Acquired (B) or Disposed Of (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  8. Price of Derivative Securities Acquired (A) or Transaction Code (Instr. 4)  8. Price of Derivative Securities Acquired (B) Owned (Code (Instr. 4)  8. Price of Derivative Securities Se	l` ′	5 TX 75240														X	Form	rm filed by More than One Repo			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  5. Amount of Securities Acquired (B) or Disposed Of (D) (Instr. 3, 4 and 4)  5. Amount of Securities Acquired (B) or Disposed Of (D) (Instr. 3)  6. Ownership Securities (D) or Indirect (D) Or Indirect (D) Owned Following Reported Transaction(S) (Instr. 4)  6. Ownership Securities Acquired (B) or Disposed Of (D) (Instr. 4)  7. Title and Amount of Securities Acquired (B) or Disposed Of (D) (Instr. 3)  8. Price of Derivative Securities Acquired (B) Owned Following Reported Transaction(S) (Instr. 4)  9. Number of Derivative Securities Owned Following Reported Transaction(S) (Instr. 4)  9. Number of Derivative Securities Owned Following Reported Transaction(S) (Instr. 4)  9. Number of Derivative Securities Owned Following Reported Transaction(S) (Instr. 4)  9. Number of Derivative Securities Owned Following Reported Transaction(S) (Instr. 4)  9. Number of Derivative Securities Owned Fol	(City)	(St	ate) (	Zip)																	
Date (Month/Day/Year)   Date	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock, \$0.01 par value  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Or Exercise (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year)  4. Amount (A) or Price (Instr. 3 and 4)  Transaction (S) (Instr. 3 and 4)  Downed (e.g., puts, calls, warrants, options, convertible securities)  5. Number of Securities (Month/Day/Year)  5. Date Exercisable and Expiration Date (Month/Day/Year)  Securities (Instr. 5)  Derivative Securities (Instr. 5)  Ownership Form: Owned Security (Instr. 5)  Ownership Form: Owned Following Reported (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount or Amount or Amount or Amount or Amount or Securities (Instr. 4)	Date				Date	/Day/Year) i		Execution Date, if any		Transaction Dispos Code (Instr. 5)		Disposed				4 and Secu Bend Own		urities eficially ed Following		Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Operivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9.								v	Amount			r Price		Transaction(s)				(			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Securities (Month/Day/Year)  1. Title of Derivative Securities (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year)  3. Transaction Date Execution Date Exercisable and Expiration Date (Month/Day/Year)  3. Number of Derivative Securities (Month/Day/Year)  4. Conversion Date (Month/Day/Year)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  11. Nor in Expiration Date (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 3)  1. Title and Amount of Securities And Amount of Securities (Month/Day/Year)  1. Title of Derivative Security (Instr. 3)	Common Stock, \$0.01 par value					05/20/2004				A <sup>(1)</sup>		500		A	(1)		4,049			D	
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Date (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Derivative Security (Instr. 3)  Derivative Security (Instr. 5)  Direct (I) (Instr. 4)																					
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	cution Date, T		Transaction Code (Instr. 8)		rative rities ired r osed )	Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. Shares issued for no cash consideration to directors under the Kronos Worldwide, Inc. 2003 Long-Term Incentive Plan.

<u>Steven L. Watson</u> <u>05/24/2004</u>

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.