

KRONOS WORLDWIDE INC

Form 4

November 22, 2005

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VALHI HOLDING CO

2. Issuer Name and Ticker or Trading Symbol
KRONOS WORLDWIDE INC
[KRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FREEWAY, SUITE 1700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2005

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

DALLAS, TX 75240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock \$0.01 par value	09/16/2005		J ⁽¹⁾	100 A \$ 27.79	27,993,053	I	by Valhi ⁽²⁾
Common Stock \$0.01 par value	09/16/2005		J ⁽¹⁾	1,900 A \$ 27.84	27,994,953	I	by Valhi ⁽²⁾
Common Stock \$0.01 par value	09/16/2005		J ⁽¹⁾	1,500 A \$ 27.85	27,996,453	I	by Valhi ⁽²⁾

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Common Stock \$0.01 par value	09/16/2005	J ⁽¹⁾	200	A	\$ 27.87	27,996,653	I	by Valhi <u>(2)</u>
Common Stock \$0.01 par value	09/16/2005	J ⁽¹⁾	200	A	\$ 27.88	27,996,853	I	by Valhi <u>(2)</u>
Common Stock \$0.01 par value	09/16/2005	J ⁽¹⁾	9,500	A	\$ 27.9	28,006,353	I	by Valhi <u>(2)</u>
Common Stock \$0.01 par value	09/19/2005	J ⁽¹⁾	2,100	A	\$ 27.85	28,008,453	I	by Valhi <u>(2)</u>
Common Stock \$0.01 par value	09/21/2005	J ⁽¹⁾	1,700	A	\$ 27.85	28,010,153	I	by Valhi <u>(2)</u>
Common Stock \$0.01 par value	10/06/2005	J ⁽¹⁾	1,600	A	\$ 30	28,011,753	I	by Valhi <u>(2)</u>
Common Stock \$0.01 par value						17,516,132	I	by NL <u>(3)</u>
Common Stock \$0.01 par value						5,203	I	by TFMC <u>(4)</u>

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

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 control number.

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Repo
Trans
(Instr

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALHI HOLDING CO 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		

Signatures

A. Andrew R. Louis, Secretary, for Valhi Holding Company	11/22/2005
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__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Open market purchase 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.
- (2) 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.
- (3) 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.
- (4) 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:

Exhibit Index

Exhibit 99 - Additional Information

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

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