

TITANIUM METALS CORP  
Form 4  
October 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
CONTRAN CORP

2. Issuer Name and Ticker or Trading Symbol  
TITANIUM METALS CORP [TIE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/11/2007

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ 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  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.01 par value   | 10/11/2007                           |  | J <sup>(1)</sup>               | V 800,000 D   | 882,568   | I  | by NL   |
| Common Stock, \$.01 par value   | 10/11/2007                           |  | J <sup>(1)</sup>               | V 800,000 A   | 826,959   | I  | by Valhi  |
| Common Stock, \$.01 par value   |                                      |  |                                |   | 566,529   | I  | by NL EMS   |
| Common Stock, \$.01 par value   |                                      |  |                                |   | 50,195,169  | I  | by Valhi Holding Company                              |

|                               |         |   |                       |
|-------------------------------|---------|---|-----------------------|
| Common Stock, \$.01 par value | 209,857 | I | (5)<br>by CDCT<br>(6) |
|-------------------------------|---------|---|-----------------------|

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.** SEC 1474 (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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CONTRAN CORP<br>5430 LBJ FRWY<br>SUITE 1700<br>DALLAS, TX 75240                           |               | X         |         |       |
| VALHI INC /DE/<br>THREE LINCOLN CENTER<br>5430 LBJ FREEWAY SUITE 1700<br>DALLAS, TX 75240 |               | X         |         |       |
| NATIONAL CITY LINES INC<br>5430 LBJ FREEWAY<br>SUITE 1700<br>DALLAS, TX 75240             |               | X         |         |       |
| DIXIE RICE AGRICULTURE CORP INC<br>600 PASQUIERE ST                                       |               | X         |         |       |

GUEYDAN, LA 70542

SOUTHWEST LOUISIANA LAND CO INC  
402 CANAL ST X  
HOUMA, LA 70360

NOA INC  
5430 LBJ FREEWAY X  
SUITE 1700  
DALLAS, TX 75240

VALHI GROUP INC  
5430 LBJ FREEWAY X  
SUITE 1700  
DALLAS, TX 75240

VALHI HOLDING CO  
5430 LBJ FREEWAY X  
SUITE 1700  
DALLAS, TX 75240

SIMMONS HAROLD C  
THREE LINCOLN CENTRE X X Chairman of the Board  
5430 LBJ FREEWAY STE 1700  
DALLAS, TX 75240-2697

Simmons Annette C  
5430 LBJ FREEWAY, SUITE 1700 X  
DALLAS, TX 75240

## Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi, Inc. 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for National City Lines, Inc. 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for NOA, Inc. 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi Group, Inc. 10/15/2007  
\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company 10/15/2007

## Edgar Filing: TITANIUM METALS CORP - Form 4

| <u>Signature of Reporting Person</u>                         | Date       |
|--|------------|
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons  | 10/15/2007 |
| <u>Signature of Reporting Person</u>                         | Date       |
| A. Andrew R. Louis, Attorney-in-fact, for Annette C. Simmons | 10/15/2007 |
| <u>Signature of Reporting Person</u>                         | 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).  
In reliance on Rule 16a-13 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, Contran Corporation is filing this statement to report that on October 11, 2007, NL Industries, Inc. sold 800,000 shares of common stock par value \$0.01 per share, of the issuer to Valhi, Inc. at a purchase price of \$33.50 per share. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
- (1) Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship 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 relationship among the persons joining in this filing.
  - (3) Directly held by NL Environmental Management Services, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
  - (4) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
  - (5) Directly held by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
  - (6)

### Remarks:

Harold C. Simmons, Annette C. Simmons and The Annette Simmons Grandchildren's Trust directly own 5,127,974 shares, 34 shares and 17,432 shares, respectively, of the issuer's common stock. Mr. and Mrs. Simmons each disclaims beneficial ownership of any shares of the issuer's common stock that he or she does not directly hold. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of the trust to the persons joining in this filing and for a description of the relationship among the persons joining in this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.