

KRONOS WORLDWIDE INC
 Form 4
 November 21, 2006

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 *
 CONTRAN CORP

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 FRWY, SUITE 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2006

____ Director
 ____ Officer (give title below)
 ___X___ 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
 ___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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock \$0.01 par value | 11/20/2006 | | J ⁽¹⁾ | 100 A \$ 37.96 | 28,994,221 | I | by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | 11/20/2006 | | J ⁽¹⁾ | 100 A \$ 38.04 | 28,994,321 | I | by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | 11/20/2006 | | J ⁽¹⁾ | 100 A \$ 38.05 | 28,994,421 | I | by Valhi ⁽²⁾ |

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| | | | | | | | | |
|-------------------------------|------------|------------------|-----|---|----------|------------|---|-------------------------|
| Common Stock \$0.01 par value | 11/20/2006 | J ⁽¹⁾ | 300 | A | \$ 37.7 | 28,994,721 | I | by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | 11/20/2006 | J ⁽¹⁾ | 300 | A | \$ 38.05 | 28,995,021 | I | by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | | | | | | 17,516,132 | I | by NL ⁽³⁾ |
| Common Stock \$0.01 par value | | | | | | 5,203 | I | by TFMC ⁽⁴⁾ |

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 Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTRAN CORP 5430 LBJ FRWY | | X | | |

SUITE 1700
DALLAS, TX 75240

VALHI INC /DE/
THREE LINCOLN CENTER
5430 LBJ FREEWAY SUITE 1700 X
DALLAS, TX 75240

DIXIE RICE AGRICULTURE CORP INC
600 PASQUIERE ST X
GUEYDAN, LA 70542

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

TITANIUM METALS CORP
5430 LBJ FREEWAY X
SUITE 1700
DALLAS, TX 75240

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

NL INDUSTRIES INC
5430 LBJ FREEWAY X
SUITE 1700
DALLAS, TX 75240-2697

TIMET FINANCE MANAGEMENT CO
913 N MARKET ST X
SUITE 217
WILMINGTON, DE 19801

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

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

Signatures

| | |
|--|------------|
| A. Andrew R. Louis, Secretary, for Contran Corporation | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi, Inc. | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 11/21/2006 |
| __Signature of Reporting Person | Date |

| | |
|---|------------|
| A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Titanium Metals Corporation | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Group, Inc. | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for NL Industries, Inc. | 11/21/2006 |
| __Signature of Reporting Person | Date |
| Gregory M. Swalwell, Vice President, for TIMET Finance Management Company | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Holding Company | 11/21/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons | 11/21/2006 |
| __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:

Mr. Harold C. Simmons and his spouse directly hold 5,255 and 36,356 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns.

This form is also filed on behalf of Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 11/21/06), National City Lines, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 11/21/06), NOA, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 11/21/06) and Tremont LLC, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 11/21/06).

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

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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