

TITANIUM METALS CORP  
 Form 4  
 September 09, 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 \*  
**MARTIN J LANDIS**  
  
 (Last) (First) (Middle)  
**TIMET CORP, 1999 BROADWAY SUITE 4300**  
  
 (Street)  
**DENVER, CO 80202**  
  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**09/07/2005**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President & CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/07/2005		M	37,000	A \$ 9.97	1,077,414	D
Common Stock	09/07/2005		S	14,800	D \$ 33.5	1,062,614	D
Common Stock	09/07/2005		S	200	D \$ 33.55	1,062,414	D
Common Stock	09/07/2005		S	300	D \$ 33.46	1,062,114	D
Common Stock	09/07/2005		S	4,000	D \$ 33.35	1,058,114	D

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Common Stock	09/08/2005	S	5,000	D	\$ 34.4	1,053,114	D	
Common Stock	09/08/2005	S	5,700	D	\$ 34.15	1,047,414	D	
Common Stock	09/08/2005	M	50,000	A	\$ 11	1,097,414	D	
Common Stock	09/08/2005	S	18,300	D	\$ 34.3	1,079,114	D	
Common Stock	09/08/2005	S	1,700	D	\$ 34.25	1,077,414	D	
Common Stock	09/09/2005	S	5,000	D	\$ 34.5	1,072,414	D	
Common Stock	09/09/2005	S	10,000	D	\$ 34.9	1,062,414	D	
Common Stock	09/09/2005	S	1,500	D	\$ 34.62	1,060,914	D	
Common Stock	09/09/2005	S	3,500	D	\$ 34.6	1,057,414 <sup>(5)</sup>	D	
Common Stock						29,400 <sup>(6)</sup>	I	Family Members

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

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**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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 9.97	09/07/2005		M	37,000	<u>(1)</u>	02/23/2009	Common Stock	37,000

Option to purchase common stock	\$ 11	09/08/2005	M	50,000	<u>(3)</u>	02/23/2010	Common Stock	50,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN J LANDIS TIMET CORP 1999 BROADWAY SUITE 4300 DENVER, CO 80202	X		Chairman, President & CEO	

## Signatures

J. Landis Martin                      09/09/2005

\_\_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) The options were granted on 2/23/99 with the following vesting schedule: 40% February 23, 2001, 20% February 23, 2002, 20% February 23, 2003 and 20% February 23, 2004.
- (2) The conversion or exercise price of the derivative security was \$9.97 per share.
- (3) The options were granted on 2/23/2000 with the following vesting schedule: 40% February 23, 2002, 20% February 23, 2003, 20% February 23, 2004 and 20% February 23, 2005.
- (4) The conversion or exercise price of the derivative security was \$11.00 per share.
- (5) The numbers, including total shares and option prices have been adjusted to reflect the Issuer's 2-for-1 split that was effective 9/6/2005.
- (6) The total number of shares has been adjusted to reflect the Issuer's 2-for-1 split that was effective 9/6/2005.

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.