

SIMMONS HAROLD C
Form 4
November 28, 2011

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 *
SIMMONS HAROLD C

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NL INDUSTRIES INC [NL]

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2011

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 of the Board & 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common stock \$0.125 par value	11/23/2011		P ⁽¹⁾		10,000	A	\$ 12.1314 <u>(2)</u>	399,385	I	by Spouse ⁽³⁾
Common stock \$0.125 par value								40,387,531	I	by Valhi ⁽⁴⁾
Common stock \$0.125 par value								1,052,054	D	

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 the reporting person's spouse.

The price reported in Column 4 is a weighted average price. These acquisitions involved purchases at 13 different prices ranging from

(2) \$11.94 to \$12.25 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the U.S. Security and Exchange Commission, upon request, the full information regarding these purchases.

(3) Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.

(4) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

(5) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

(6) Directly held by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

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.

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.