

NL INDUSTRIES INC  
Form 4  
May 22, 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 \*  
**SIMMONS HAROLD C**

(Last) (First) (Middle)

**THREE LINCOLN CENTRE, 5430  
LBJ FREEWAY STE 1700**

(Street)

**DALLAS, TX 75240-2697**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/18/2006**

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	(A) or (D)	Price			
Common stock \$0.125 par value	05/18/2006		J <sup>(1)</sup>		100	A	\$ 12.98	119,575	I	by Spouse <sup>(2)</sup>
Common stock \$0.125 par value	05/18/2006		J <sup>(1)</sup>		36,400	A	\$ 13	155,975	I	by Spouse <sup>(2)</sup>
Common stock \$0.125 par value	05/18/2006		J <sup>(1)</sup>		100	A	\$ 12.59	156,075	I	by Spouse <sup>(2)</sup>

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Common stock \$0.125 par value	05/18/2006	<u>J(1)</u>	9,900	A	\$ 12.74	165,975	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/18/2006	<u>J(1)</u>	1,600	A	\$ 12.75	167,575	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/18/2006	<u>J(1)</u>	1,900	A	\$ 12.96	169,475	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/19/2006	<u>J(1)</u>	5,000	A	\$ 12.8	174,475	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/19/2006	<u>J(1)</u>	300	A	\$ 12.7	174,775	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/19/2006	<u>J(1)</u>	600	A	\$ 12.85	175,375	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/19/2006	<u>J(1)</u>	100	A	\$ 12.93	175,475	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/19/2006	<u>J(1)</u>	4,200	A	\$ 13	179,675	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/19/2006	<u>J(1)</u>	10,000	A	\$ 12.95	189,675	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/22/2006	<u>J(1)</u>	100	A	\$ 12.26	189,775	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/22/2006	<u>J(1)</u>	500	A	\$ 12.35	190,275	I	by Spouse <u>(2)</u>
	05/22/2006	<u>J(1)</u>	5,000	A	\$ 12.5	195,275	I	

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Common stock \$0.125 par value									by Spouse <u>(2)</u>
Common stock \$0.125 par value	05/22/2006		<u>J</u> <sup>(1)</sup>	5,000	A	\$ 12.4	200,275	I	by Spouse <u>(2)</u>
Common stock \$0.125 par value							444,100	D	
Common stock \$0.125 par value							40,350,931	I	by Valhi <u>(3)</u>
Common stock \$0.125 par value							222,100	I	by TFMC <u>(4)</u>

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

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

## Signatures

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons

05/22/2006

\_\_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 the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.
- (2) Directly held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.
- (3) Directly held by Valhi, Inc. See the Additional Information filed as an exhibit 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 an exhibit to this statement for a description of the relationships among the persons joining in this filing.

### Remarks:

Exhibit Index

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.