

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-03-05** | Period of Report: **2004-03-03**

SEC Accession No. **0001049606-04-000012**

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REPORTING OWNER

TITANIUM METALS CORP

CIK:**1011657** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653112**
SIC: **3341** Secondary smelting & refining of nonferrous metals

| Mailing Address | Business Address |
|--------------------------|------------------|
| TITANIUM METALS CORP | 1999 BROADWAY |
| 1999 BROADWAY SUITE 4300 | STE 4300 |
| DENVER CO 80202 | DENVER CO 80202 |
| | 3032965600 |

ISSUER

COMPX INTERNATIONAL INC

CIK:**1049606** | IRS No.: **570981653** | State of Incorp.:**DE** | Fiscal Year End: **1231**
SIC: **3420** Cutlery, handtools & general hardware

| Mailing Address | Business Address |
|----------------------|----------------------|
| 5430 LBJ FREEWAY | 5430 LBJ FREEWAY |
| SUITE 1700 | SUITE 1700 |
| DALLAS TX 75240-2697 | DALLAS TX 75240-2697 |
| | 9724481400 |

NOA INC

CIK:**1074789**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653108**

| Mailing Address | Business Address |
|------------------|------------------|
| 5430 LBJ FREEWAY | 5430 LBJ FREEWAY |
| SUITE 1700 | SUITE 1700 |
| DALLAS TX 75240 | DALLAS TX 75240 |
| | 9722331700 |

SOUTHWEST LOUISIANA LAND CO INC

CIK:**1074790**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653117**

| Mailing Address | Business Address |
|-----------------|------------------|
| 402 CANAL ST | 5430 LBJ FREEWAY |
| HOUMA LA 70360 | SUITE 1700 |
| | DALLAS TX 75240 |
| | 9722331700 |

CONTRAN CORP

CIK:**24240** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653116**
SIC: **6141** Personal credit institutions

| Mailing Address | Business Address |
|-----------------|------------------|
| 5430 LBJ FRWY | 5430 LBJ FRWY |
| SUITE 1700 | SUITE 1700 |
| DALLAS TX 75240 | DALLAS TX 75240 |
| | 9724504228 |

VALHI INC /DE/

CIK:**59255** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653115**
SIC: **2060** Sugar & confectionery products

| Mailing Address | Business Address |
|------------------------|------------------|
| THREE LINCOLN CENTER | 5430 LBJ FRWY |
| 5430 LBJ FREEWAY SUITE | STE 1700 |
| 1700 | DALLAS TX 75240 |
| DALLAS TX 75240 | 9722331700 |

| Mailing Address | Business Address |
|-----------------|------------------|
|-----------------|------------------|

NATIONAL CITY LINES INC

CIK:**69972** | State of Incorp.:**DE** | Fiscal Year End: **0630**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653114**
SIC: **6552** Land subdividers & developers (no cemeteries)

5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240

5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240
2149340233

TREMONT LLC

CIK:**842718** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653113**
SIC: **3330** Primary smelting & refining of nonferrous metals

Mailing Address
5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240

Business Address
5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240
9722331700

SIMMONS HAROLD C

CIK:**1037854** | State of Incorp.:**TX** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653111**

Mailing Address
THREE LINCOLN CENTRE
5430 LBJ FREEWAY STE 1700
DALLAS TX 75240-2697

Business Address
THREE LINCOLN CENTRE
5430 LBJ FREEWAY STE 1700
DALLAS TX 75240-2697
9722331700

DIXIE HOLDING CO

CIK:**1074786**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653110**

Mailing Address
5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240

Business Address
5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240
9722331700

DIXIE RICE AGRICULTURE CORP INC

CIK:**1074787**
Type: **4** | Act: **34** | File No.: **001-13905** | Film No.: **04653109**

Mailing Address
600 PASQUIERE ST
GUEYDAN LA 70542

Business Address
5430 LBJ FREEWAY
SUITE 1700
DALLAS TX 75240
9722331700

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

| | | |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person CONTRAN CORP | 2. Issuer Name and Ticker or Trading Symbol COMPX INTERNATIONAL INC [cix] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title _____ Other (specify below) _____ below) |
| (Last) (First) (Middle) 5430 LBJ FRWY, SUITE 1700 | 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2004 | |
| (Street) 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 <input checked="" type="checkbox"/> 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) |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 100 | A | \$10.2 | 1,141,000 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 500 | A | \$10.36 | 1,141,500 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 1,400 | A | \$10.5 | 1,142,900 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 800 | A | \$10.55 | 1,143,700 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 500 | A | \$10.61 | 1,144,200 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 500 | A | \$10.62 | 1,144,700 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 500 | A | \$10.64 | 1,145,200 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 4,500 | A | \$10.65 | 1,149,700 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 100 | A | \$10.7 | 1,149,800 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 400 | A | \$10.74 | 1,150,200 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 700 | A | \$10.75 | 1,150,900 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 2,000 | A | \$10.85 | 1,152,900 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 100 | A | \$10.89 | 1,153,000 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 39,500 | A | \$10.9 | 1,192,500 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 100 | A | \$10.95 | 1,192,600 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 100 | A | \$10.99 | 1,192,700 | I | by TIMET ⁽²⁾ |

| | | | | | | | | | | |
|---------------------------------------|------------|--|------------------|--|--------|---|--------|-----------|---|-------------------------|
| Class A Common Stock \$0.01 par value | 03/03/2004 | | J ⁽¹⁾ | | 4,200 | A | \$11 | 1,196,900 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 03/04/2004 | | J ⁽¹⁾ | | 10,000 | A | \$10.5 | 1,206,900 | I | by TIMET ⁽²⁾ |
| Class A Common Stock \$0.01 par value | | | | | | | | 374,000 | I | by Valhi ⁽³⁾ |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | 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 SUITE 1700 DALLAS, TX 75240 | | X | | |
| VALHI INC /DE/ THREE LINCOLN CENTER 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| NATIONAL CITY LINES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| TREMONT LLC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| TITANIUM METALS CORP TITANIUM METALS CORP 1999 BROADWAY SUITE 4300 DENVER, CO 80202 | | X | | |
| SIMMONS HAROLD C THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 DALLAS, TX 75240-2697 | | X | | |
| DIXIE HOLDING CO 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| DIXIE RICE AGRICULTURE CORP INC 600 PASQUIERE ST GUEYDAN, LA 70542 | | X | | |
| NOA INC 5430 LBJ FREEWAY | | X | | |

| | | | | |
|--------------------------------------------------------------------|--|---|--|--|
| SUITE 1700 DALLAS, TX 75240 | | | | |
| SOUTHWEST LOUISIANA LAND CO INC 402 CANAL ST HOUMA, LA 70360 | | X | | |

Explanation of Responses:

1. Open market purchase by Titanium Metals Corporation. See the Additional Information filed as an exhibit to this statement for a description of the relationship among the persons joining in this filing.
2. Directly held by Titanium Metals Corporation. See the Additional Information filed as an exhibit to this statement for a description of the relationship among the persons joining in this filing.
3. Directly held by Valhi, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationship among the persons joining in this filing.

Remarks:

Mr. Harold C. Simmons and his spouse directly hold 82,300 and 20,000 shares, respectively, of the Class A 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: Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 3/5/04). See the Additional Information filed as an exhibit to this statement for a description of the relationship among the persons joining in this filing.

Signatures

| | |
|----------------------------------------------------------------------------------------------|----------------------------|
| A. Andrew R. Louis, Secretary, for Contran Corporation | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for Valhi, Inc. | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for National City Lines, Inc. | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for Tremont LLC | 03/05/2004 |
| A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation | 03/05/2004 |
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for Dixie Holding Company | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for NOA, Inc. | 03/05/2004 |
| A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. | 03/05/2004 |
| ** Signature of Reporting Person | Date |

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Additional Information

Titanium Metals Corporation ("TIMET") and Valhi, Inc. ("Valhi") are the holders of 23.6% and 7.3%, respectively, of the outstanding shares of class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of the issuer.

Valcor, Inc. ("Valcor") directly holds 100%, or 10,000,000 shares, of the Company's class B common stock, par value \$0.01 per share (the "Class B Common Stock") and collectively with the Class A Common Stock shall be referred to as (the "Common Stock"). The description of the relative rights of the Common Stock contained in the issuer's restated certificate of incorporation is hereby incorporated herein by reference to Exhibit 3.1 of the issuer's Registration Statement on Form S-1 (File No. 333-42643). As a result of its ownership of all of the Class B Common Stock, Valcor currently holds approximately 66.1% of the combined voting power (95.1% for the election of directors) of all classes of voting stock of the issuer.

Tremont LLC, the Combined Master Retirement Trust (the "CMRT") and Valhi are the direct holders of approximately 39.7%, 9.0% and 1.1%, of the outstanding shares of TIMET common stock. Valhi also directly holds 14,700 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities of the TIMET Capital Trust 1 (the "BUCs") that are convertible into 1,968 shares of TIMET common stock, or approximately 0.1% of the outstanding shares of TIMET common stock assuming the full conversion of only the BUCs Valhi directly holds. The spouse of Harold C. Simmons directly holds 1,600,000 BUCs that are convertible into 214,240 shares of TIMET common stock, or approximately 6.3% of the outstanding shares of TIMET common stock assuming the full conversion of only the BUCs she directly holds.

Valhi is the direct holder of 100% of the outstanding membership interests of Tremont LLC and 100% of the outstanding common stock of Valcor. VGI, National, Contran, the Harold Simmons Foundation (the "Foundation"), the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and the CMRT are the direct holders of 77.6%, 9.1%, 3.1%, 0.9%, 0.4% and 0.1%, respectively, of the common stock of Valhi. National, NOA and Dixie Holding are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding common stock of National. Contran and Southwest are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA. Dixie Rice is the direct holder of 100% of the outstanding common stock of Dixie Holding and 88.9% of the outstanding common stock of Southwest.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee. As sole trustee of each of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by each of the Trusts.

Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The Foundation directly holds approximately 0.9% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation.

The CDCT No. 2 directly holds approximately 0.4% of the outstanding Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

The CMRT directly holds approximately 9.0% of the outstanding shares of TIMET Common Stock and 0.1% of the outstanding shares of Valhi common stock. Valhi established the CMRT as a trust to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi and related companies adopt. Mr. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT.

Valmont Insurance Company ("Valmont"), NL Industries, Inc. ("NL") and a subsidiary of NL directly own 1,000,000 shares, 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock. Valhi is the direct holder of 100% of the outstanding common stock of Valmont and may be deemed to control Valmont. Valhi and Tremont LLC are the direct holders of approximately 62.4% and 21.2%, respectively, of the outstanding common stock of NL. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that Valmont, NL and the subsidiary of NL own as treasury stock for voting purposes and for the purposes of this Statement such shares are not deemed outstanding.

Mr. Harold C. Simmons is chairman of the board of Tremont LLC, Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran and chairman of the board and chief executive officer of NL.

By virtue of the holding of the offices, the stock ownership and his service as trustee, all as described above, (a) Mr. Simmons may be deemed to control the entities described above and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of the Shares that are directly held by Valhi. However, Mr. Simmons disclaims such beneficial ownership of the Shares beneficially owned, directly or indirectly, by any of such entities.

Harold C. Simmons' spouse is the direct owner of 20,000 shares of Class A Common Stock and 1,600,000 BUCs. Mr. Simmons may be deemed to share indirect beneficial ownership of such securities. Mr. Simmons disclaims beneficial ownership of all securities that his spouse holds directly.

A trust of which Harold C. Simmons and his spouse are co-trustees and the beneficiaries are the grandchildren of his spouse is the direct holder of 4,760 shares of TIMET common stock. Mr. Simmons disclaims beneficial ownership of these shares.