

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**
SEC Accession No. [0001011657-13-000001](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

SIMMONS HAROLD C

CIK: [1037854](#) | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: [001-14368](#) | Film No.: **13528750**

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

ISSUER

TITANIUM METALS CORP

CIK: [1011657](#) | IRS No.: **135630895** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3341** Secondary 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*

CONTRAN CORP

CIK: [24240](#) | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: [001-14368](#) | Film No.: **13528749**
SIC: **6141** Personal credit institutions

Mailing Address
*5430 LBJ FRWY
SUITE 1700
DALLAS TX 75240*

Business Address
*5430 LBJ FRWY
SUITE 1700
DALLAS TX 75240
9724504228*

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL 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 SIMMONS HAROLD C			2. Issuer Name and Ticker or Trading Symbol TITANIUM METALS CORP [TIE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <u> X </u> Other (specify below) Former insider	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			
5430 LBJ FREEWAY, SUITE 1700			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) ____ Form Filed by One Reporting Person <u> X </u> Form Filed by More than One Reporting Person	
(Street) DALLAS, TX 75240						
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$.01 par value	06/20/2012		G	125,000	D	\$ (1)	0	I	by Contran

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240				Former insider
CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240				Former 10% owner

Explanation of Responses:

1. Charitable gift by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the other person joining in this filing.

Signatures

[A. Andrew R. Louis, Secretary, for Contran Corporation](#)

[01/14/2013](#)

[A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons](#)

[01/14/2013](#)

** 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.

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Exhibit 99

Additional Information

Substantially all of outstanding voting stock of Contran Corporation 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, or is held by Mr. Simmons or persons or other entities related to Mr. Simmons. 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, and a pecuniary interest in, any shares of Contran stock that the Trusts hold.

U.S. Bank National Association serves as the trustee of the CDCT. Contran established the CDCT as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT 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, Contran (i) retains the power to vote the shares of common stock held directly by the CDCT, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial

owner of such shares.

Contran sponsors the CMRT, which permits the collective investment by master trusts that maintain the assets of certain employee benefit plans Contran and related companies adopt. Harold C. 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.

The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation.

NL, NL Environmental Management Services, Inc., a wholly owned subsidiary of NL ("NL EMS"), and Kronos directly own 10,814,370 shares, 3,558,600 shares and 1,724,916 shares of Valhi common stock, respectively. As already stated, Valhi directly holds 83.0% of the outstanding shares of NL common stock and 50.0% of the outstanding shares of Kronos common stock. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL, NL EMS and Kronos 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 Contran.

By virtue of the holding of the office, the stock ownership and his services as trustee, all as described above, Mr. Simmons may be deemed to control Contran.