

COMPX INTERNATIONAL INC
Form SC 13D
January 07, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 21)*

CompX International Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

20563P 10 1
(CUSIP Number)

Steven L. Watson
Three Lincoln Centre
Suite 1700
5430 LBJ Freeway
Dallas, Texas 75240-2694
(972) 233-1700
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 22, 2008
(Date of Event which requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 20563P 10 1

- 1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)
NL Industries, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 755,104 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 755,104 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,104
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
32.0%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP No. 20563P 10 1

- 1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)
TIMET Finance Management Company
 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
 - 3 SEC USE ONLY
 - 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
Not applicable
 - 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 - 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7		SOLE VOTING POWER
			-0-
	8		SHARED VOTING POWER
			755,104
	9		SOLE DISPOSITIVE POWER
			-0-
	10		SHARED DISPOSITIVE POWER
			755,104

 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,104
 - 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
 - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
32.0%
 - 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO
-

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Titanium Metals Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

7

SOLE VOTING POWER

-0-

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

755,104

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON

10

SHARED DISPOSITIVE POWER

755,104

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,104

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Valhi, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

7

SOLE VOTING POWER

-0-

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

755,104

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON

10

SHARED DISPOSITIVE POWER

755,104

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,104

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Valhi Holding Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

7

SOLE VOTING POWER

-0-

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

755,104

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON

10

SHARED DISPOSITIVE POWER

755,104

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,104

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Dixie Rice Agricultural Corporation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Louisiana

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		755,104
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		755,104

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,104

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Contran Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		755,104
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		-0-
WITH	10	SHARED DISPOSITIVE POWER
		755,104

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,104

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

The Combined Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		755,104
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		755,104

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,104

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
EP

CUSIP No. 20563P 10 1

- 1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)
Harold Simmons Foundation, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
Not applicable
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 755,104 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 755,104 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,104
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
32.0%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)

Harold C. Simmons

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF and OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF
SHARES

7

SOLE VOTING POWER

276,035

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

775,104

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

276,035

PERSON
WITH

10

SHARED DISPOSITIVE POWER

775,104

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

276,035

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

AMENDMENT NO. 21
TO SCHEDULE 13D

This amended statement on Schedule 13D (this “Statement”) relates to the class A common stock, par value \$0.01 per share (the “Class A Shares”), of CompX International Inc., a Delaware corporation (the “Company”). Items 2, 3, 4, 5 and 6 of this Statement are hereby amended as set forth below.

Item 2. Identity and Background.

Item 2 is amended as follows.

(a) The following entities or person are filing this Statement (collectively, the “Reporting Persons”):

- NL Industries, Inc. (“NL”) as a direct holder of Class A Shares;
- TIMET Finance Management Company (“TFMC”), Titanium Metals Corporation (“TIMET”), Valhi, Inc. (“Valhi”), Valhi Holding Company (“VHC”), Dixie Rice Agricultural Corporation, Inc. (“Dixie Rice”), Contran Corporation (“Contran”), The Combined Master Retirement Trust (the “CMRT”) and the Harold Simmons Foundation, Inc. (the “Foundation”) by virtue of their direct or indirect ownership of NL; and
- Harold C. Simmons by virtue of his direct and indirect ownership of Class A Shares and his positions with Contran and certain of the other entities (as described in this Statement).

By signing this Statement, each Reporting Person agrees that this Statement is filed on its or his behalf.

NL, Harold C. Simmons and his spouse, Annette C. Simmons, are direct holders of 32.0%, 11.7% and 0.8%, respectively, of the 2,361,307 Class A Shares outstanding as of January 6, 2009 according to information the Company provided (the “Outstanding Class A Shares”).

NL also 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 Shares” and collectively with the Class A Shares shall be referred to as the “Shares”). The relative rights of the Shares are described in Exhibit 3.1 to Amendment No. 1 to the Company’s Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 4, 1998 (Reg. No. 333-42643), which is incorporated herein by reference. As a result of its ownership of 32.0% of the Class A Shares and 100% of the Class B Shares, NL directly holds approximately 87.0% of the combined voting power (98.4% of the voting power for the election of directors) of all classes of voting stock of the Company. NL may be deemed to control the Company.

Valhi and TFMC are the direct holders of approximately 83.1% and 0.5%, respectively, of the outstanding shares of NL common stock and together may be deemed to control NL. TIMET is the direct holder of 100% of the outstanding shares of common stock of TFMC and may be deemed to control TFMC.

VHC, Annette C. Simmons, the CMRT, Harold C. Simmons, NL, Valhi, the Foundation, and The Annette Simmons Grandchildren’s Trust (the “Grandchildren’s Trust”) are the holders of approximately 26.6%, 12.1%, 8.5%, 4.0%, 0.8%, 0.5%, 0.2% and less than 0.1%, respectively, of the outstanding shares of TIMET common stock, and may be deemed to control TIMET. The percentage ownership of TIMET common stock owned by NL includes 0.3% of the outstanding shares of TIMET common stock that a wholly owned subsidiary of NL directly holds.

VHC, TFMC, the Foundation and the CMRT are the direct holders of 92.6%, 1.1%, 0.9% and 0.1%, respectively, of the outstanding shares of common stock of Valhi. VHC may be deemed to control Valhi. Dixie Rice is the direct

holder of 100% of the outstanding shares of common stock of VHC and may be deemed to control VHC. Contran is the holder of 100% of the outstanding shares of common stock of Dixie Rice and may be deemed to control Dixie Rice.

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, or held by Mr. Simmons or persons or other entities related to Mr. Simmons. As sole trustee of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The Foundation directly holds approximately 0.2% of the outstanding shares of TIMET common stock and 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 and may be deemed to control the Foundation.

The CMRT directly holds approximately 8.5% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. 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 investment committee for the CMRT. Mr. Simmons is also a participant in one or more of the employee benefit plans that invest through the CMRT.

NL and one of its wholly owned subsidiaries directly own 3,604,790 shares and 1,186,200 shares, respectively, of Valhi common stock. As already stated, Valhi is the direct holder of approximately 83.1% of the outstanding shares of NL common stock. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL and its wholly owned subsidiary 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 and chief executive officer of NL and chairman of the board of TIMET, Valhi, VHC, Dixie Rice and Contran.

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 NL. However, Mr. Simmons disclaims such beneficial ownership of the Shares beneficially owned, directly or indirectly, by any of such entities.

Annette C. Simmons is the direct owner of 20,000 Class A Shares, 21,825,875 shares of TIMET common stock, 269,775 shares of NL common stock and 200,900 shares of Valhi common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such securities. He disclaims beneficial ownership of all securities that his spouse holds directly.

Harold C. Simmons is the direct owner of 276,035 Class A Shares, 7,295,239 shares of TIMET common stock, 880,600 shares of NL common stock and 102,683 shares of Valhi common stock.

The Grandchildren's Trust, of which Harold C. Simmons and Annette C. Simmons are co-trustees and the beneficiaries of which are the grandchildren of Annette C. Simmons, is the direct holder of 34,000 shares of Valhi common stock and 17,432 shares of TIMET common stock. Mr. Simmons disclaims beneficial ownership of these shares.

Certain information concerning the directors and executive officers of the Reporting Persons, including offices held by Mr. Simmons, is set forth on Schedule B attached hereto and incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended as follows.

The total amount of funds Harold C. Simmons used to acquire the Class A Shares he purchased as reported in Item 5(c) was \$86,690.71 (including commissions and fees). He used his personal funds for such purchases.

The total amount of funds NL used to acquire the Class A Shares it purchased as reported in Item 5(c) was \$505.00 (including commissions and fees). NL obtained such funds from its cash on hand.

Item 4. Purpose of Transaction.

Item 4 is amended as follows.

Mr. Simmons and NL each purchased the Class A Shares reported in Item 5(c) as purchased by him or it in order to increase his or its equity interest in the Company.

Depending upon their evaluation of the Company's business and prospects, and upon future developments (including, but not limited to, performance of the Class A Shares in the market, availability of funds, alternative uses of funds, and money, stock market and general economic conditions), any of the Reporting Persons or other entities that may be deemed to be affiliated with Contran may from time to time purchase Shares, and any of the Reporting Persons or other entities that may be deemed to be affiliated with Contran may from time to time dispose of all or a portion of the Shares held by such person, or cease buying or selling Shares. Any such additional purchases or sales of Shares may be in open market or privately negotiated transactions or otherwise.

The information included in Item 2 of this Statement is hereby incorporated herein by reference. As described under Item 2 of this Statement, Harold C. Simmons may be deemed to control the Company.

Certain of the persons named in Schedule B to this Statement, namely James W. Brown, L. Andrew Fleck, Robert D. Graham, Tim C. Hafer, J. Mark Hollingsworth, Keith A. Johnson, William J. Lindquist, A. Andrew R. Louis, Kelly D. Luttmer, Andrew B. Nace, Bobby D. O'Brien, Glenn R. Simmons, Harold C. Simmons, John A. St. Wrba, Scott E. Sullivan, Gregory M. Swalwell and Steven L. Watson are employees of Contran who perform, or may perform, services for the Company and may acquire Class A Shares from time to time pursuant to employee benefit plans that the Company sponsors or other compensation arrangements with the Company or otherwise.

Except as described in this Item 4, none of the Reporting Persons nor, to the best knowledge of such persons, any other person named in Schedule B to this Statement has formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows.

(a) The following entities or persons directly hold the following Shares:

Reporting Persons	Class A Shares Directly Held	Class B Shares Directly Held
NL	755,104	10,000,000

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Harold C. Simmons	276,035	-0-
Annette C. Simmons	20,000	-0-
Total	1,051,139	10,000,000

By virtue of the relationships described under Item 2 of this Statement:

(1) NL, TFMC, TIMET, Valhi, VHC, Dixie Rice, Contran, the CMRT and the Foundation may each be deemed to be the beneficial owner of the 755,104 Class A Shares (approximately 32.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 87.0% of the combined voting power, and 98.4% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL holds directly; and

(2) Harold C. Simmons may be deemed to be the beneficial owner of the 1,051,139 Class A Shares (approximately 44.5% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 89.4% of the combined voting power, and 98.7% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL, he and his spouse hold directly.

Except to the extent of the 276,035 Class A Shares he holds directly, Harold C. Simmons disclaims beneficial ownership of all Shares.

The Reporting Persons understand, based on ownership filings with the SEC or upon information provided by the persons listed on Schedule B to this Statement, that such persons may be deemed to own beneficially the Class A Shares as indicated on Schedule C to this Statement.

(b) By virtue of the relationships described in Item 2 of this Statement:

(1) NL, TFMC, TIMET, Valhi, VHC, Dixie Rice, Contran, the CMRT and the Foundation may each be deemed to share the power to vote and direct the disposition of the 755,104 Class A Shares (approximately 32.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 87.0% of the combined voting power, and 98.4% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL holds directly;

(2) Harold C. Simmons may be deemed to share the power to vote and direct the disposition of the 775,104 Class A Shares (approximately 32.8% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 87.2% of the combined voting power, and 98.5% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL and his spouse hold directly; and

(3) Harold C. Simmons may be deemed to have the sole power to vote and direct the disposition of the 276,035 Class A Shares (approximately 11.7% of the Outstanding Class A Shares) that he directly holds.

(c) The table below sets forth transactions in the Class A Shares by the Reporting Persons since October 23, 2008, the 60th day prior to the date requiring the filing of this Amendment No. 21 to this Statement. NL and Harold C. Simmons were the only Reporting Persons to have such transactions. Each of them executed all of such transactions, which were all purchases of Class A Shares, on the New York Stock Exchange.

Date	Purchaser	Number of Shares	Approximate Price Per Share (\$) (exclusive of commissions)
10/30/08	Harold C. Simmons	500	\$4.9100
10/30/08	Harold C. Simmons	100	\$4.9500

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10/30/08	Harold C. Simmons	100	\$4.9600
10/30/08	Harold C. Simmons	4,300	\$5.0000
11/11/08	Harold C. Simmons	285	\$4.9100
11/11/08	Harold C. Simmons	400	\$4.9900
11/11/08	Harold C. Simmons	4,315	\$5.0000
11/12/08	Harold C. Simmons	2,485	\$5.0000
11/26/08	Harold C. Simmons	500	\$7.0000
12/15/08	NL Industries, Inc.	100	\$5.0000
12/17/08	Harold C. Simmons	2,000	\$5.0000
12/22/08	Harold C. Simmons	200	\$4.9999
12/22/08	Harold C. Simmons	1,800	\$5.0000

(d) NL, Harold C. Simmons and his spouse each has the right to receive and the power to direct the receipt of dividends from, and proceeds from the sale of, the Shares directly held by such entity or person.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is amended as follows.

The information included in Items 3 and 4 of this Statement is hereby incorporated herein by reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: January 6, 2009

/s/ Harold C. Simmons

Harold C. Simmons

Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: January 6, 2009

/s/ Steven L. Watson

Steven L. Watson

Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: January 6, 2009

/s/ Gregory M. Swalwell

Gregory M. Swalwell

Signing in the capacity listed on Schedule "A" attached hereto and incorporated herein by reference.

SCHEDULE A

HAROLD C. SIMMONS, in his individual capacity and as trustee of THE COMBINED MASTER RETIREMENT TRUST.

STEVEN L. WATSON, as president, chief executive officer or vice president of each of:

CONTRAN CORPORATION
DIXIE RICE AGRICULTURAL CORPORATION, INC.
HAROLD SIMMONS FOUNDATION, INC.
TITANIUM METALS CORPORATION
VALHI HOLDING COMPANY
VALHI, INC.

GREGORY M. SWALWELL, as vice president of each of:

NL INDUSTRIES, INC.
TIMET FINANCE MANAGEMENT COMPANY

SCHEDULE B

The names of the directors and executive officers of Contran Corporation (“Contran”), Dixie Rice Agricultural Corporation, Inc. (“Dixie Rice”), the Harold Simmons Foundation, Inc. (the “Foundation”), NL Industries, Inc. (“NL”), TIMET Finance Management Company (“TFMC”), Titanium Metals Corporation (“TIMET”), Valhi Holding Company (“VHC”) and Valhi, Inc. (“Valhi”) and their present principal occupations are set forth below. Except as otherwise indicated, each such person is a citizen of the United States of America and the business address of each such person is 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240.

Name	Present Principal Occupation
T h o m a s E . B a r r y (1)	Vice president for executive affairs at Southern Methodist University and professor of marketing in the Edwin L. Cox School of Business at Southern Methodist University; and a director of Keystone Consolidated Industries, Inc., a subsidiary of Contran (“Keystone”), and Valhi.
J a m e s W Brown	.Vice president and chief financial officer of TIMET.
S e r e n a S Connelly	.Director and executive vice president of the Foundation.
K e i t h R . C o o g a n (2)	President and chief executive officer of Pomeroy IT Solutions, Inc., a technology and services solution provider; and a director of Kronos Worldwide, Inc., a subsidiary of Valhi (“Kronos Worldwide”), and TIMET.
N o r m a n S . E d e l c u p (3)	Mayor of Sunny Isles Beach, Florida; director of CompX International Inc., a subsidiary of NL (the “Company”), and Valhi; and trustee of the Baron Funds, a mutual fund group.
L . A n d r e w Fleck	Vice president of Dixie Rice; and vice president-real estate of Contran.
L i s a S i m m o n s Epstein	Director and president of the Foundation.
R o b e r t D Graham	.Vice president of Contran, Dixie Rice, Tremont, a wholly owned subsidiary of Valhi (“Tremont”), Valhi and VHC; executive vice president of TIMET; and vice president and general counsel of Kronos Worldwide and NL.
Tim C. Hafer	Vice president and controller of Kronos Worldwide and NL.

J . Hollingsworth	M a r k	kVice president and general counsel of Contran, Dixie Rice, Tremont, Valhi and VHC; general counsel of the Foundation and the Company; trust counsel of The Combined Master Retirement Trust, a trust Contran sponsors that permits the collective investment by master trusts that maintain the assets of certain employee benefit plans Contran and related companies adopt (the "CMRT"); and acting general counsel of Keystone.	
K e i t h Johnson	A	.Controller of the Foundation.	
W i l l i a m Lindquist	J	.Director and senior vice president of Contran and VHC; senior vice president of Dixie Rice, Tremont and Valhi; chief executive officer of Waste Control Specialists LLC, a subsidiary of Valhi; and vice president of the Foundation.	
A . Louis	A n d r e w	R	.Secretary of the Company, Contran, Dixie Rice, the Foundation, Kronos Worldwide, NL, Tremont, Valhi and VHC.
K e l l y Luttmer	l	D	.Vice president and tax director of the Company, Contran, Dixie Rice, Kronos Worldwide, NL, TIMET, Tremont, Valhi and VHC.
(4)	A n d r e w M c C o l l a m ,	J r	.Director of Dixie Rice; and a private investor.
(5)	W . H a y d e n M c I l r o y		Private investor primarily in real estate; and a director of Valhi and Cadco Systems, Inc., a manufacturer of emergency alert systems.
(6)	C e c i l H . M o o r e ,	J r	.Director of NL and Kronos Worldwide; and a private investor.
(7)	T a n y a M . M u r r a y		yDirector of The Stewart Law Firm; and director, and secretary of TFMC.
A n d r e w Nace	d r e w	B	.Vice president and general counsel of TIMET.
B o b b y O'Brien	o b b y	D	.Vice president, chief financial officer and director of VHC; president of TIMET; vice president and chief financial officer of Contran, Dixie Rice, Tremont and Valhi,

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G l e n n R . Vice chairman of the board of Contran, Dixie
 Simmons Rice, Tremont, Valhi and VHC; chairman of the
 board of the Company and Keystone; and a
 director of Kronos Worldwide, NL and TIMET.

H a r o l d C . Chairman of the board of Contran, Dixie Rice,
 Simmons the Foundation, TIMET, Tremont, Valhi and
 VHC; chairman of the board and chief executive
 officer of Kronos Worldwide and NL; and trustee
 and member of the investment committee of the
 CMRT.

R i c h a r d A . S m i t h Vice president of Dixie Rice.
 (8)

T h o m a s P . S t a f f o r d Director of NL and TIMET; chairman of the
 (9) NASA Advisory Council Task Force on the
 International Space Station Program.

J o h n A . S t . Vice president and treasurer of Contran, Dixie
 Wrba Rice, Kronos Worldwide, NL, TIMET, Tremont,
 Valhi and VHC; and treasurer of the Foundation.

S c o t t E . Vice president and controller of TIMET.
 Sullivan

G r e g o r y M . Vice president and controller of Contran,
 Swalwell Tremont, Valhi and VHC; vice president, finance
 and chief financial officer of Kronos Worldwide
 and NL; vice president of Dixie Rice and
 TIMET; and director, vice president and treasurer
 of TFMC.

J . W a l t e r T u c k e r , J r . President, treasurer and a director of Tucker &
 (10) Branham, Inc., a mortgage banking, insurance
 and real estate company; a director of Valhi; and
 a member of the investment committee of the
 CMRT.

S t e v e n L . Director and president of Contran, Dixie Rice
 Watson and VHC; director, president and chief executive
 officer of Valhi; president of Tremont; vice
 chairman of Kronos Worldwide; vice chairman
 and chief executive officer of TIMET; and a
 director of the Company, Keystone and NL.

T e r r y N . W o r r e l l Director of NL and TIMET; a private investor
 (11) with Worrell Investments, Inc., a real estate
 investment company.

J o a n L . Y o r i Vice president-client services of Stewart
(12) Management Company; and director and
president of TFMC.

P a u l J . Z u c c o n i A private investor and a director of TIMET.
(13)

(1) The principal business address for Dr. Barry is Southern Methodist University, Perkins Administration Bldg. #224,
Dallas, Texas 75275.

(2) The principal business address for Mr. Coogan is 1020 Petersburg Road, Hebron, Kentucky 41048.

(3) The principal business address for Mr. Edelcup is 17395 North Bay Road, Suite 103, Sunny Isles Beach,
Florida 33160.

(4) The principal business address for Mr. McCollam is 402 Canal Street, Houma, Louisiana 70360.

(5) The principal business address for Mr. McIlroy is 25 Highland Park Village, Suite 100-341, Dallas, Texas 75225.

(6) The address for Mr. Moore is 4444 Beverly Drive, Dallas, Texas 75205.

(7) The principal business address for Ms. Murray is Nemours Building, Suite 1400, 1007 Orange Street, Wilmington,
Delaware 19801.

(8) The principal business address for Mr. Smith is 600 Pasquiere Street, Gueydan, Louisiana 70542-0010.

(9) The principal business address for Gen. Stafford (ret.) is Stafford Technology Inc., Suite 102, 4200 Perimeter
Center, Oklahoma City, Oklahoma 73112.

(10) The principal business address for Mr. Tucker is 1950 Lee Road, Suite 219, Winter Park, Florida 32789.

(11) The address for Mr. Worrell is 6909 Vassar, Dallas, Texas 75205.

(12) The principal business address for Ms. Yori is Nemours Building, Suite 1410, 1007 Orange Street, Wilmington,
Delaware 19801.

(13) The address for Mr. Zucconi is 2801 Mill Haven Court, Plano, Texas 75093.

SCHEDULE C

Based upon ownership filings with the Commission or upon information provided by the persons listed on Schedule B to this Statement, such persons may be deemed to personally beneficially own Class A Shares, as outlined below:

Name	Class A Shares Held	Stock Options Held (1)	Total
Thomas E. Barry	-0-	-0-	-0-
James W. Brown	-0-	-0-	-0-
Keith R. Coogan	5,500	-0-	5,500
Serenia S. Connelly	-0-	-0-	-0-
Norman S. Edelcup	4,000	-0-	4,000
L. Andrew Fleck	-0-	-0-	-0-
Lisa Simmons Epstein	-0-	-0-	-0-
Robert D. Graham	-0-	-0-	-0-
Tim C. Hafer	-0-	-0-	-0-
J. Mark Hollingsworth	-0-	-0-	-0-
Keith A. Johnson	-0-	-0-	-0-
William J. Lindquist	-0-	-0-	-0-
L. Andrew R. Louis	-0-	-0-	-0-
Kevin D. Lutmer	200	-0-	200

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A n d r e w M c C o l l a m , Jr.	-0-	-0-	-0-
W . H a y d e n McIlroy	-0-	-0-	-0-
C e c i l H . M o o r e , Jr.	-0-	-0-	-0-
T a n y a M . Murray	-0-	-0-	-0-
A n d r e w B . Nace	-0-	-0-	-0-
B o b b y D . O'Brien	300	-0-	300
G l e n n R . S i m m o n s (2)	19,000	6,000	25,000
H a r o l d C . S i m m o n s (3)	296,035	-0-	296,035
R i c h a r d A . Smith	-0-	-0-	-0-
T h o m a s P . Stafford	-0-	-0-	-0-
J o h n A . S t . Wrba	-0-	-0-	-0-
S c o t t E . Sullivan	-0-	-0-	-0-
G r e g o r y M . Swalwell	-0-	-0-	-0-
J . W a l t e r T u c k e r , Jr.	-0-	-0-	-0-
S t e v e n L . Watson	9,500	6,000	15,500
T e r r y N . Worrell	-0-	-0-	-0-
Joan L. Yori	-0-	-0-	-0-
	-0-	-0-	-0-

P a u l J .
Zucconi

- (1) Represents Class A Shares issuable pursuant to the exercise within 60 days of the date of this Statement of stock options.
- (2) Includes 500 Class A Shares held directly by Mr. Glenn R. Simmons' spouse. Mr. Simmons disclaims beneficial ownership of all such Shares.
- (3) Includes 20,000 Class A Shares held directly by Mr. Harold C. Simmons' spouse. Does not include other Shares of which Mr. Simmons may be deemed to possess indirect beneficial ownership as described in Items 2 and 5(a) of this Statement. Except for the 276,035 Class A Shares that he holds directly, Mr. Simmons disclaims beneficial ownership of all Shares.