

SIMMONS HAROLD C
Form 4
December 21, 2012

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

2. Issuer Name and Ticker or Trading Symbol
TITANIUM METALS CORP [TIE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FREEWAY, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ Former insider

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 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	Price	
Common Stock, \$.01 par value	12/20/2012		U		5,630,787	\$ 16.5	D
Common Stock, \$.01 par value	12/20/2012		U ⁽¹⁾		21,856,875	\$ 16.5	I by Spouse ⁽¹⁾
Common Stock, \$.01 par value	12/20/2012		U ⁽²⁾		14,132	\$ 16.5	I by Trust ⁽²⁾

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Common Stock, \$0.01 par value	12/20/2012	U ⁽³⁾	41,878,081	D	\$ 16.5	0	I	by VHC ⁽³⁾
Common Stock, \$0.01 par value	12/20/2012	U ⁽⁴⁾	4,245,769	D	\$ 16.5	0	I	By Kronos ⁽⁴⁾
Common Stock, \$0.01 par value	12/20/2012	U ⁽⁵⁾	3,322,355	D	\$ 16.5	0	I	By Contran ⁽⁵⁾
Common Stock, \$0.01 par value	12/20/2012	U ⁽⁶⁾	882,568	D	\$ 16.5	0	I	By NL ⁽⁶⁾
Common Stock, \$0.01 par value	12/20/2012	U ⁽⁷⁾	826,959	D	\$ 16.5	0	I	By Valhi ⁽⁷⁾
Common Stock, \$0.01 par value	12/20/2012	U ⁽⁸⁾	566,529	D	\$ 16.5	0	I	By NL EMS ⁽⁸⁾

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

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 control number.

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
						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 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240				Former insider

Signatures

A. Andrew R. Louis, Attorney-in-fact for Harold C. Simmons	12/21/2012
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact for Annette C. Simmons	12/21/2012
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact for Valhi Holding Company	12/21/2012
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact for Contran Corporation	12/21/2012
__Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact for Dixie Rice Agriculture Corporation, Inc.	12/21/2012
__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) Sale in a tender offer of all of the shares directly owned by Annette C. Simmons. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (2) Sale in a tender offer of all of the shares directly owned by The Annette Simmons Grandchildren's Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (3) Sale in a tender offer of all of the shares directly owned by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (4) Sale in a tender offer of all of the shares directly owned by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (5) Sale in a tender offer of all of the shares directly owned by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (6) Sale in a tender offer of all of the shares directly owned by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (7) Sale in a tender offer of all of the shares directly owned by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.
- (8) Sale in a tender offer of all of the shares directly owned by NL Environmental Management Services, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting persons.

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.

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