

TITANIUM METALS CORP
 Form 4
 May 18, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

TITANIUM METALS CORP [TIE]

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$.01 par value | 05/18/2006 | | P | | 5,000 A \$ 35.78 | 3,972,400 | D |
| Common Stock, \$.01 par value | 05/18/2006 | | P | | 5,000 A \$ 35.94 | 3,977,400 | D |
| Common Stock, \$.01 par value | 05/18/2006 | | P | | 500 A \$ 35.96 | 3,977,900 | D |
| Common Stock, \$.01 | 05/18/2006 | | P | | 4,700 A \$ 35.95 | 3,982,600 | D |

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| | | | | | | | | |
|-------------------------------------|------------|---|--------|---|-------------|------------|---|-----------------------------|
| par value | | | | | | | | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 200 | A | \$ 35.81 | 3,982,800 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 15,500 | A | \$ 35.8 | 3,998,300 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 800 | A | \$ 35.82 | 3,999,100 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 3,500 | A | \$ 35.91 | 4,002,600 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 2,500 | A | \$ 35.99 | 4,005,100 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 29,700 | A | \$ 36 | 4,034,800 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 2,600 | A | \$ 35.97 | 4,037,400 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 30,000 | A | \$ 35.75 | 4,067,400 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 10,000 | A | \$ 32.7 | 4,077,400 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 10,000 | A | \$ 32.5 | 4,087,400 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 10,000 | A | \$ 32.2 | 4,097,400 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 20,000 | A | \$ 31.84 | 4,117,400 | D | |
| Common Stock, \$.01 par value | 05/18/2006 | P | 50,000 | A | \$ 33 | 4,167,400 | D | |
| Common Stock, \$.01 par value | | | | | | 50,474,000 | I | by Tremont <u>(1)</u> |

| | | | |
|-------------------------------|-----------|---|------------------|
| Common Stock, \$.01 par value | 5,520,000 | I | by Valhi (2) |
| Common Stock, \$.01 par value | 128,600 | I | by Spouse (3) |

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. SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | |

Signatures

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

05/18/2006

**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) Directly held by Tremont LLC. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
- (2) Directly held by Valhi, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.
- (3) Directly held by the Reporting Person's spouse. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

All share amounts have been adjusted to reflect the two-for-one split in the form of a stock dividend declared by the issuer's board of directors and paid as of the close of business on May 15, 2006, to holders of record as of the close of business on May 5, 2006.

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.