

TITANIUM METALS CORP
Form 4
March 23, 2005

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 *
CONTRAN CORP

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 FRWY, SUITE 1700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2005

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

DALLAS, TX 75240

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$.01 par value	03/21/2005		J ⁽¹⁾	9,700 A \$ 36	208,700	I	by Valhi <u>(2)</u>
Common Stock, \$.01 par value	03/22/2005		J ⁽¹⁾	2,200 A \$ 36	210,900	I	by Valhi <u>(2)</u>
Common Stock, \$.01 par value	03/23/2005		J ⁽¹⁾	80,300 A \$ 36	291,200	I	by Valhi <u>(2)</u>
Common Stock, \$.01 par value					6,309,250	I	by Tremont <u>(3)</u>

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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 Owned Following Transaction (Instr. 5)
				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/ 5430 LBJ FRWY STE 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		
DIXIE RICE AGRICULTURE CORP INC 5430 LBJ FREEWAY SUITE 1700		X		

DALLAS, TX 75240			
SOUTHWEST LOUISIANA LAND CO INC			
5430 LBJ FREEWAY		X	
SUITE 1700			
DALLAS, TX 75240			
DIXIE HOLDING CO			
5430 LBJ FREEWAY		X	
SUITE 1700			
DALLAS, TX 75240			
NOA INC			
5430 LBJ FREEWAY		X	
SUITE 1700			
DALLAS, TX 75240			
SIMMONS HAROLD C			
5430 LBJ FREEWAY	X	X	Vice Chairman
SUITE 1700			
DALLAS, TX 75240			
VALHI GROUP INC			
5430 LBJ FREEWAY		X	
SUITE 1700			
DALLAS, TX 75240			

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi, Inc.	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for National City Lines, Inc.	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Tremont LLC	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for NOA, Inc.	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc.	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Valhi Group, Inc.	03/23/2005
__Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Holding Company	03/23/2005

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__Signature of Reporting Person

Date

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

03/23/2005

__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) Open market purchase by Valhi, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
- (2) 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.
- (3) Directly held by Tremont LLC. 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:

See the Additional Information attached as Exhibit 99 to this filing for a description of the relationships among the issuer and the reporting persons.

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.