

COMPX INTERNATIONAL INC
Form SC 13D
July 03, 2008

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 19)*

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)

April 4, 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		755,004
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004

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

7

SOLE VOTING POWER

-0-

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

755,004

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON

10

SHARED DISPOSITIVE POWER

755,004

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,004

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

755,004

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON

10

SHARED DISPOSITIVE POWER

755,004

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,004

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		755,004
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004

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	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		755,004
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004

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 | | 755,004 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 755,004 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004
- 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	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		755,004
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004

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 SHARES	7	SOLE VOTING POWER
		-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		755,004
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		-0-
WITH	10	SHARED DISPOSITIVE POWER
		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004

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		755,004
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
755,004

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

169,053

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

775,004

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

169,053

PERSON
WITH

10

SHARED DISPOSITIVE POWER

775,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,053

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

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

7.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

AMENDMENT NO. 19
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. As a result of the Company's repurchases of Class A Shares, the aggregate ownership of the outstanding Shares of all of the reporting persons in this Statement increased by one percent on April 4, 2008.

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%, 7.2% and 0.8%, respectively, of the 2,361,307 Class A Shares outstanding as of June 30, 2008 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 description of the relative rights of the Shares as described in this Statement is qualified in its entirety by the terms of the Company's restated certificate of incorporation that is filed as 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 26.9%, 11.8%, 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 92.5%, 0.9%, 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 3,522,967 shares and 1,186,200 shares, respectively, of Valhi 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, 21,367,875 shares of TIMET common stock, 269,775 shares of NL common stock and 43,400 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 169,053 Class A Shares, 7,175,239 shares of TIMET common stock, 880,600 shares of NL common stock and 3,383 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 36,500 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.

(d) None of the Reporting Persons or, to the best knowledge of such persons, any of the persons named in Schedule B to this Statement has been convicted in a criminal proceeding in the past five years (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons or, to the best knowledge of such persons, any person named in Schedule B to this Statement, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Harold C. Simmons and all persons named on Schedule B to this Statement are citizens of the United States, except as otherwise indicated on such Schedule.

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 \$535,192.61 (including commissions and fees). He used his personal funds for such purchases.

The Reporting Persons understand that the funds required by each person named in Schedule B to this Statement to acquire Shares were from such person's personal funds.

Item 4. Purpose of Transaction.

Item 4 is amended as follows.

Mr. Simmons purchased the Class A Shares reported in Item 5(c) in order to increase his 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) NL, Harold C. Simmons and Annette C. Simmons are the direct beneficial owners of 755,004, 169,053, and 20,000 Class A Shares, respectively. NL also directly holds 10,000,000 Class B Shares.

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 755,004 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 944,057 Class A Shares (approximately 40.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 88.5% of the combined voting power, and 98.6% 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 169,053 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 755,004 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 775,004 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 169,053 Class A Shares (approximately 7.2% 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 February 4, 2008, the 60th day prior to the date requiring the filing of this Amendment No. 19 to this Statement. Harold C. Simmons was the only Reporting Person to have transactions since February 4, 2008. He executed all of such transactions, which were all purchases of Class A Shares on the New York Stock Exchange.

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Date	Number of Shares	Price Per Share (\$) (exclusive of commissions)
06/23/08	701	\$4.7800
06/23/08	299	\$4.7900
06/23/08	100	\$4.8000
06/23/08	900	\$4.8200
06/23/08	100	\$4.8300
06/23/08	100	\$4.8400
06/23/08	300	\$4.8500
06/23/08	600	\$4.8700
06/23/08	500	\$4.8800
06/23/08	600	\$4.9500
06/23/08	61	\$4.9700
06/23/08	100	\$4.9799
06/23/08	100	\$4.9800
06/23/08	1,600	\$4.9800
06/23/08	3,039	\$4.9900
06/24/08	1,000	\$4.4600
06/24/08	1,000	\$4.4700
06/24/08	100	\$4.5299
06/24/08	900	\$4.5300
06/24/08	600	\$4.5400
06/24/08	1,500	\$4.5500
06/24/08	200	\$4.5700
06/24/08	200	\$4.5800
06/24/08	1,000	\$4.7500
06/24/08	650	\$4.9900
06/24/08	100	\$5.0000
06/24/08	200	\$5.0050
06/24/08	400	\$5.0100
06/24/08	1,550	\$5.0200
06/24/08	400	\$5.0250
06/24/08	350	\$5.0300
06/24/08	1,500	\$5.0400
06/24/08	100	\$5.0500
06/24/08	350	\$5.0600
06/24/08	200	\$5.0600
06/24/08	500	\$5.0700
06/24/08	700	\$5.0800
06/24/08	200	\$5.0900
06/25/08	200	\$5.1800
06/25/08	800	\$5.2000
06/25/08	300	\$5.3700
06/25/08	692	\$5.3800
06/25/08	120	\$5.3850
06/25/08	100	\$5.3900
06/25/08	1,665	\$5.3900
06/25/08	208	\$5.4000
06/25/08	100	\$5.4199
06/25/08	1,400	\$5.4200

06/25/08	1,000	\$5.4500
06/25/08	500	\$5.4500
06/25/08	215	\$5.4900
06/26/08	100	\$5.2500
06/26/08	300	\$5.2600
06/26/08	200	\$5.2800
06/26/08	300	\$5.4900
06/26/08	2,400	\$5.5000
06/27/08	440	\$5.2600
06/27/08	900	\$5.2800
06/27/08	580	\$5.3000
06/27/08	153	\$5.3300
06/27/08	300	\$5.3399
06/27/08	400	\$5.3400
06/27/08	200	\$5.3500
06/27/08	300	\$5.3899
06/27/08	520	\$5.3900
06/27/08	500	\$5.3900
06/27/08	700	\$5.4000
06/27/08	2,000	\$5.4500
06/27/08	500	\$5.4900
06/27/08	2,860	\$5.5000
06/27/08	50,000	\$5.2500
06/30/08	300	\$5.4000
06/30/08	400	\$5.4300
06/30/08	200	\$5.4400
06/30/08	100	\$5.4500
07/02/08	100	\$5.4000
07/02/08	7,300	\$5.5000

(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.

(e) Valhi Group, Inc., National City Lines, Inc. and NOA, Inc. ceased to be reporting persons under this Statement upon their dissolutions effective December 31, 2007. Southwest Louisiana Land LLC, as the successor to Southwest Louisiana Land Company, Inc., a Louisiana corporation, ceased to be a reporting person under this Statement when Southwest Louisiana Land LLC ceased to own, directly or indirectly, shares of VHC common stock effective December 31, 2007.

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: July 3, 2007

/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: July 3, 2007

/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: July 3, 2007

/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 Valhi.
J a m e s W Brown	.Vice president and chief financial officer of TIMET.
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, the Foundation, 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 . M a r k Hollingsworth	Vice 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 Consolidated Industries, Inc., a subsidiary of Contran (“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; and chief executive officer of Waste Control Specialists LLC, a subsidiary of Valhi.
A . A n d r e w Louis	R	.Secretary of the Company, Contran, Dixie Rice, Kronos Worldwide, NL, Tremont, Valhi and VHC.
K e l l y Luttmer	D	.Vice president and tax director of the Company, Contran, Dixie Rice, Kronos Worldwide, NL, TIMET, Tremont, Valhi and VHC.
A n d r e w M c C o l l a m , (4)	J r	.Director of Dixie Rice; and a private investor.
W . H a y d e n M c I l r o y (5)	y	Private investor primarily in real estate; and a director of Valhi and Cadco Systems, Inc., a manufacturer of emergency alert systems.
C e c i l H . M o o r e , (6)	J r	.Director of NL and Kronos Worldwide; and a private investor.
T a n y a M . M u r r a y (7)	y	Director of The Stewart Law Firm; and director, and secretary of TFMC.
A n d r e w Nace	B	.Vice president and general counsel of TIMET.
B o b b y O’Brien	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,
G l e n n Simmons	R	.Vice chairman of the board of Contran, Dixie 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
Simmons .Chairman of the board of Contran, Dixie Rice, 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
(8) Vice president of Dixie Rice.

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

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

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

G r e g o r y M
Swalwell .Vice president and controller of Contran, 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
(10) .President, treasurer and a director of Tucker & 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
Watson .Director and president of Contran, Dixie Rice and VHC; director, president and chief executive officer of Valhi; president of Tremont; director, vice president and secretary of the Foundation; 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
(11) Director of NL and TIMET; a private investor with Worrell Investments, Inc., a real estate investment company.

J o a n L . Y o r
(12) iVice president-client services of Stewart 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.
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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	3,500	-0-	3,500
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-
A. Andrew R. Louis	-0-	-0-	-0-
Kelly D. Luttmer	200	-0-	200
Andrew McCollam, Jr.	-0-	-0-	-0-

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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)	17,500	6,000	23,500
H a r o l d C . S i m m o n s (3)	189,053	-0-	189,053
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	8,000	6,000	14,000
T e r r y N . Worrell	-0-	-0-	-0-
Joan L. Yori	-0-	-0-	-0-
P a u l J . Zucconi	-0-	-0-	-0-

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- (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 169,053 Class A Shares that he holds directly, Mr. Simmons disclaims beneficial ownership of all Shares.