

TITANIUM METALS CORP
Form 4
March 09, 2006

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)
**THREE LINCOLN CENTRE, 5430
LBJ FREEWAY STE 1700**

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2006

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

(Street)
DALLAS, TX 75240-2697

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.01 par value	03/08/2006		P		300 A \$ 29.01	1,846,300	D
Common Stock, \$.01 par value	03/08/2006		P		39,100 A \$ 39	1,885,400	D
Common Stock, \$.01 par value	03/08/2006		P		900 A \$ 38.99	1,886,300	D
Common Stock, \$.01	03/08/2006		P		5,000 A \$ 38.95	1,891,300	D

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par value								
Common Stock, \$.01 par value	03/08/2006	P	300	A	\$ 38.9	1,891,600	D	
Common Stock, \$.01 par value	03/08/2006	P	2,500	A	\$ 38.86	1,894,100	D	
Common Stock, \$.01 par value	03/08/2006	P	14,300	A	\$ 38.85	1,908,400	D	
Common Stock, \$.01 par value	03/08/2006	P	2,900	A	\$ 38.7	1,911,300	D	
Common Stock, \$.01 par value	03/08/2006	P	3,800	A	\$ 38.69	1,915,100	D	
Common Stock, \$.01 par value	03/08/2006	P	2,500	A	\$ 38.65	1,917,600	D	
Common Stock, \$.01 par value	03/08/2006	P	6,700	A	\$ 38.8	1,924,300	D	
Common Stock, \$.01 par value	03/08/2006	P	8,000	A	\$ 38.75	1,932,300	D	
Common Stock, \$.01 par value	03/08/2006	P	100	A	\$ 38.74	1,932,400	D	
Common Stock, \$.01 par value	03/08/2006	P	800	A	\$ 38.73	1,933,200	D	
Common Stock, \$.01 par value	03/08/2006	P	300	A	\$ 38.72	1,933,500	D	
Common Stock, \$.01 par value	03/08/2006	P	200	A	\$ 38.89	1,933,700	D	
Common Stock, \$.01 par value						25,237,000	I	by Tremont <u>(1)</u>
Common Stock, \$.01 par value						2,760,000	I	by Valhi <u>(2)</u>

Common Stock, \$.01 par value 228,000 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 Beneficially Owned Following Transaction (Instr. 6)
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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	

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 03/09/2006

**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)

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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 February 16, 2006, to holders of record as of the close of business on February 6, 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.

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