

SIMMONS HAROLD C
Form 4
October 30, 2007

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
COMPX INTERNATIONAL INC
[CIX]

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)
10/26/2007

___ Director ___X___ 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
X 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 or Disposed of (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 | (A) or (D) | Price | | |
| Class A common stock, par value \$0.01 per share | 10/26/2007 | | J ⁽¹⁾ | | 483,600 | D | <u>(1)</u> 0 | I | By TFMC <u>(2)</u> |
| Class A common stock, par value \$0.01 per share | 10/26/2007 | | J ⁽³⁾ | | 2,586,820 | D | <u>(3)</u> 0 | I | By CGI <u>(4)</u> |

| | | | | | | | | |
|---|------------|------------------|------------|---|------------|------------|---|----------------------|
| Class B common stock, par value \$0.01 per share | 10/26/2007 | J ⁽³⁾ | 10,000,000 | D | <u>(3)</u> | 0 | I | By CGI <u>(4)</u> |
| Class A common stock, par value \$0.01 per share | 10/26/2007 | J ⁽³⁾ | 374,000 | A | <u>(3)</u> | 755,004 | I | By NL <u>(5)</u> |
| Class B common stock, par value \$0.01 per share | 10/26/2007 | J ⁽³⁾ | 10,000,000 | A | <u>(3)</u> | 10,000,000 | I | By NL <u>(5)</u> |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | 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

X

| | |
|--|---|
| CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240 | |
| VALHI INC /DE/ THREE LINCOLN CENTER 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | X |
| DIXIE RICE AGRICULTURE CORP INC 600 PASQUIERE ST GUEYDAN, LA 70542 | X |
| SOUTHWEST LOUISIANA LAND CO INC 402 CANAL ST HOUMA, LA 70360 | X |
| NATIONAL CITY LINES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | X |
| NL INDUSTRIES INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240-2697 | X |
| NOA INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | X |
| VALHI GROUP INC 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | X |
| VALHI HOLDING CO 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | X |
| SIMMONS HAROLD C THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 DALLAS, TX 75240-2697 | X |

Signatures

| | |
|--|------------|
| A. Andrew R. Louis, Secretary, for Contran Corporation | 10/30/2007 |
| **Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi, Inc. | 10/30/2007 |
| **Signature of Reporting Person | Date |
| | 10/30/2007 |

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A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.

__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. 10/30/2007

__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for National City Lines, Inc. 10/30/2007

__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for NL Industries, Inc. 10/30/2007

__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for NOA, Inc. 10/30/2007

__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi Group, Inc. 10/30/2007

__Signature of Reporting Person Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company 10/30/2007

__Signature of Reporting Person Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 10/30/2007

__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) On October 26, 2007, the issuer purchased (the "Stock Purchase") from TIMET Finance Management Company ("TFMC") pursuant to a Stock Purchase Agreement dated October 16, 2007 483,600 shares of the issuer's class A common stock ("Class A Common Stock") for a purchase price of \$19.50 per share that was paid in the form of a promissory note in the original principal amount of \$9,430,200 payable by the issuer to TFMC (the "Stock Purchase Promissory Note"). Pursuant to Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, the issuer's board of directors exempted the sale and purchase in the Stock Purchase from Section 16(b).

(2) Formerly held by TFMC. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of TFMC to the persons joining in this filing.

(3) On October 26, 2007, CompX Group, Inc. ("CGI") merged (the "Merger") with and into CompX KDL LLC, a wholly owned subsidiary of the issuer that survived the Merger ("CompX KDL"). Pursuant to the Merger, among other things, 2,586,820 shares of Class A Common Stock and 10.0 million shares of the issuer's class B common stock, par value \$0.01 per share (the "Class B Common Stock"), owned by CGI immediately prior to Merger were automatically canceled and the issuer issued to NL Industries, Inc., a former stockholder of CGI that is related to the issuer ("NL"), 374,000 new shares of CompX Class A Common Stock and 10,000,000 new shares of CompX Class B Common Stock. Pursuant to Rule 16b-3, the issuer's board of directors exempted the cancellation in the Merger of the shares of Class A and Class B Common Stock formerly held by CGI and the issuance in the Merger of the Class A and Class B Common Stock to NL.

(4) Formerly held by CGI. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of CGI to the persons joining in this filing.

(5) Directly held by NL. 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:

Mr. Harold C. Simmons and his spouse directly hold 66,900 and 20,000 shares, respectively, of the Class A Common Stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common

stock that his spouse owns.

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.

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.