

TITANIUM METALS CORP  
 Form 4  
 November 21, 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 \*  
**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)

**11/19/2007**

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.01 par value   | 11/19/2007                           |  | J <sup>(1)</sup>               | V 1,696,884 D   | 48,498,285  | I  | by VHC<br>(2)   |
| Common Stock, \$.01 par value   | 11/19/2007                           |  | J <sup>(1)</sup>               | V 1,696,884 A   | 1,696,884   | I  | by Contran<br>(3)                                     |
| Common Stock, \$.01 par value   | 11/19/2007                           |  | J <sup>(1)</sup>               | V 1,696,265 D   | 619   | I  | by Contran<br>(3)                                     |

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|                               |            |              |   |           |   |            |           |   |                              |
|-------------------------------|------------|--------------|---|-----------|---|------------|-----------|---|------------------------------|
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 104,913   | A | <u>(1)</u> | 104,913   | I | by Dixie Rice <u>(4)</u>     |
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 1,208,443 | A | <u>(1)</u> | 1,208,443 | I | by Flight Pro <u>(5)</u>     |
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 1,208,443 | D | <u>(1)</u> | 0         | I | by Flight Pro <u>(5)</u>     |
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 1,208,443 | A | <u>(1)</u> | 1,208,443 | I | by Flight Leasing <u>(6)</u> |
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 104,913   | D | <u>(1)</u> | 0         | I | by Dixie Rice <u>(4)</u>     |
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 1,208,443 | D | <u>(1)</u> | 0         | I | by Flight Leasing <u>(6)</u> |
| Common Stock, \$.01 par value | 11/19/2007 | <u>J</u> (1) | V | 1,696,265 | A | <u>(1)</u> | 6,869,239 | D |                              |
| Common Stock, \$.01 par value |            |              |   |           |   |            | 882,568   | I | by NL <u>(7)</u>             |
| Common Stock, \$.01 par value |            |              |   |           |   |            | 826,959   | I | by Valhi <u>(8)</u>          |
| Common Stock, \$.01 par value |            |              |   |           |   |            | 566,529   | I | by NL EMS <u>(9)</u>         |
| Common Stock, \$.01 par value |            |              |   |           |   |            | 209,857   | I | by CDCT <u>(10)</u>          |
|                               |            |              |   |           |   |            | 343,675   | I |                              |

|                               |  |  |  |  |        |   |  |                          |
|-------------------------------|--|--|--|--|--------|---|--|--------------------------|
| Common Stock, \$.01 par value |  |  |  |  |        |   |  | by Spouse<br><u>(11)</u> |
| Common Stock, \$.01 par value |  |  |  |  | 17,432 | I |  | by Trust<br><u>(12)</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.**

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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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| SIMMONS HAROLD C<br>THREE LINCOLN CENTRE<br>5430 LBJ FREEWAY STE 1700<br>DALLAS, TX 75240-2697 | X             | X         | Chairman<br>of the Board |       |
| Simmons Annette C<br>5430 LBJ FREEWAY, SUITE 1700<br>DALLAS, TX 75240                          |               | X         |                          |       |

## Signatures

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 11/20/2007

\_\_Signature of Reporting Person Date

A. Andrew R. Louis, Attorney-in-fact, for Annette C. Simmons 11/20/2007

\_\_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) See Exhibit 99.1 attached hereto.
- (2) Directly held by Valhi Holding Company. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (3) Directly held by Contran Corporation. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (4) Directly held by Dixie Rice Agricultural Corporation, Inc. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (5) Directly held by Flight Proficiency Service, Inc. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (6) Directly held by Flight Leasing, Inc. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (7) Directly held by NL Industries, Inc. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (8) Directly held by Valhi, Inc. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (9) Directly held by NL Environmental Management Services, Inc. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (10) Directly held by the Contran Amended and Restated Deferred Compensation Trust. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.
- (11) Directly held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares.
- (12) Directly held by The Annette Simmons Grandchildren's Trust. See Exhibits 99.1 and 99.2 for, among other things, a description of the relationships among the persons joining in this filing.

### Remarks:

Exhibit Index

99.1 Description of the Transactions

99.2 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.