

COMPX INTERNATIONAL INC

Form 4

May 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
05/22/2006

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

DALLAS, TX 75240

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

(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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock \$0.01 par value | 05/22/2006 | | J ⁽¹⁾ | A | 1,400 | \$ 15.5 | 327,404 I by NL ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 05/23/2006 | | J ⁽¹⁾ | A | 1,500 | \$ 15.5 | 328,904 I by NL ⁽²⁾ |
| Class A Common Stock \$0.01 par value | 05/24/2006 | | J ⁽¹⁾ | A | 900 | \$ 15.5 | 329,804 I by NL ⁽²⁾ |

| | | | |
|--|-----------|---|----------------|
| Class A Common Stock \$0.01 par value | 483,600 | I | by TFMC (3) |
| Class A Common Stock \$0.01 par value | 2,586,820 | I | by CGI (4) |

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 Repor 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 |
| CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240 | | X | | |
| VALHI INC /DE/ THREE LINCOLN CENTER 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| DIXIE RICE AGRICULTURE CORP INC 600 PASQUIERE ST | | X | | |

| | |
|--|---|
| GUEYDAN, LA 70542 TIMET FINANCE MANAGEMENT CO 913 N MARKET ST SUITE 217 WILMINGTON, DE 19801 | X |
| TITANIUM METALS CORP TITANIUM METALS CORP 1999 BROADWAY SUITE 4300 DENVER, CO 80202 | 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 |
| CompX Group, Inc. 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697 | 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 | 05/24/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi, Inc. | 05/24/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 05/24/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. | 05/24/2006 |
| __Signature of Reporting Person | Date |
| Gregory M. Swalwell, Vice President, TIMET Finance Management Company | 05/24/2006 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Assistant Secretary, for Titanium Metals Corporation | 05/24/2006 |
| __Signature of Reporting Person | Date |

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| | |
|--|------------|
| A. Andrew R. Louis, Secretary, for National City Lines, Inc. | 05/24/2006 |
| **Signature of Reporting Person | Date |
| A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc. | 05/24/2006 |
| **Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for CompX Group, Inc. | 05/24/2006 |
| **Signature of Reporting Person | Date |
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons | 05/24/2006 |
| **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) Open market purchase by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (2) Directly held by NL Industries, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (3) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
 - (4) Directly held by CompX Group, Inc. 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 56,900 and 20,000 shares, respectively, of the Class A Common Stock of issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns.

This form is also filed on behalf of: Tremont LLC, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 05/24/2006), NOA, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 05/24/2006), Dixie Holding, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 05/24/2006), Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 05/24/2006) and Valhi Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Secretary (signed 05/24/2006).

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

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.