SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934 (Amendment No. 10)*

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)

December 3, 2004 (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

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CompX Group, 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)

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY 2,596,820 EACH REPORTING 9 SOLE DISPOSITIVE POWER PERSON WITH -0- 10 SHARED DISPOSITIVE POWER PERSON WITH 2,586,820 11 AGGREGATE AMOUNT DENEFICIALLY OWNED BY EACH REPORTING FERSON 2,586,820 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 50.0% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO CUSIF No. 20563P 10 1 1 NAME OF REPORTING PERSON (SEE INSTRUCTIONS) CO CUSIF No. 20563P 10 1 1 NAME OF REPORTING FERSON SIT A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [] (b) [] 3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) WC 5 CHECK IF DISCLOSURE OF LEGAL PROCREDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) [] 6 CITIZENSHIP OR PLACE OF ORGANIZATION NEW JETSEY 7 SOLE VOTING POWER BENEFICIALLY ONNED BY 2,586,820		Σ	elaware	
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(a) [] (b) [] 3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) WC 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 7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY		N	IL Industries,	Inc.
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3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) WC 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 7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY		(a) []		
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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 7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY	4	SOURCE OF	FUNDS (SEE INS	TRUCTIONS)
PURSUANT TO ITEMS 2(d) OR 2(e) [] 6 CITIZENSHIP OR PLACE OF ORGANIZATION New Jersey 7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY		W	IC	
New Jersey 7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY	5			
7 SOLE VOTING POWER -0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY	6	CITIZENSHI	P OR PLACE OF	ORGANIZATION
-0- NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY		N	lew Jersey	
NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY			7	SOLE VOTING POWER
SHARES 8 SHARED VOTING POWER BENEFICIALLY				-0-
		SHARES	8	SHARED VOTING POWER
				2,586,820

REP P	EACH ORTING ERSON WITH	9	SOLE DISPOSITIVE POWER
		10	SHARED DISPOSITIVE POWER
			2,586,820
11	AGGREGATE AMOUN	IT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
	2,586,	820	
12			AMOUNT IN ROW (11) EXCLUDES STRUCTIONS) []
13	PERCENT OF CLAS	S REPRES	SENTED BY AMOUNT IN ROW (11)
	50.0%		
14	TYPE OF REPORTI	NG PERSC	ON (SEE INSTRUCTIONS)
	CO		
CUSIP No.	20563P 10 1		
1	NAME OF REPORTI S.S. OR I.R.S.		ON CATION NO. OF ABOVE PERSON
	TIMET	Finance	Management Company
2	CHECK THE APPRO	PRIATE B	SOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []		
	(b) []		
3	SEC USE ONLY		
4	SOURCE OF FUNDS	S (SEE IN	ISTRUCTIONS)
	WC		
5	CHECK IF DISCLO		LEGAL PROCEEDINGS IS REQUIRED OR 2(e) []
6	CITIZENSHIP OR	PLACE OF	ORGANIZATION
	Delawa	ire	
		7	SOLE VOTING POWER
NULL			-0-
S	BER OF HARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON			2,755,920
		9	SOLE DISPOSITIVE POWER
	ERSON WITH		-0-
		10	SHARED DISPOSITIVE POWER
			2,755,920
11	AGGREGATE AMOUN	IT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON

12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES S (SEE INSTRUCTIONS) []		
13	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	53.3%	è		
14	TYPE OF REPORT	FING PERSON (SEE INSTRUCTIONS)		
	CO			
CUSIP No.	20563P 10 1			
1	NAME OF REPORT S.S. OR I.R.S.	FING PERSON . IDENTIFICATION NO. OF ABOVE PERSON		
	Titan	nium Metals Corporation		
2	CHECK THE APPR	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) []			
	(b) []			
3	SEC USE ONLY			
4	SOURCE OF FUND	DS (SEE INSTRUCTIONS)		
	WC			
5	CHECK IF DISCI	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED		
	PURSUANT TO IT	TEMS 2(d) OR 2(e) []		
6	CITIZENSHIP OR	R PLACE OF ORGANIZATION		
	Delaw	ware		
		7 SOLE VOTING POWER		
		-0-		
	JMBER OF SHARES	8 SHARED VOTING POWER		
	NEFICIALLY DWNED BY	2,755,920		
RF	EACH EPORTING	9 SOLE DISPOSITIVE POWER		
	PERSON WITH	-0-		
		10 SHARED DISPOSITIVE POWER		
		2,755,920		
11	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	2,755			
12	·	AGGREGATE AMOUNT IN ROW (11) EXCLUDES		
12		S (SEE INSTRUCTIONS) []		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	53.3%	ž		
14	TYPE OF REPORT	TING PERSON (SEE INSTRUCTIONS)		

CUSIP No	o. 20563P 10 1	
1		REPORTING PERSON C.R.S. IDENTIFICATION NO. OF ABOVE PERSON
		Tremont LLC
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) [1
	(b) [1
3	SEC USE O	NLY
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)
		Not applicable
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e) []
6	CITIZENSH	HIP OR PLACE OF ORGANIZATION
		Delaware
		7 SOLE VOTING POWER
	NUMBER OF	-0-
т	SHARES BENEFICIALLY	8 SHARED VOTING POWER
1	OWNED BY	2,755,920
	EACH REPORTING	9 SOLE DISPOSITIVE POWER
	PERSON WITH	-0-
		10 SHARED DISPOSITIVE POWER
		2,755,920
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		2,755,920
12		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES (SEE INSTRUCTIONS) []
13	PERCENT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
		53.3%
14	TYPE OF R	REPORTING PERSON (SEE INSTRUCTIONS)
		00
CUSIP No	o. 20563P 10 1	
1		REPORTING PERSON
	5.5. UK I	T.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Valhi, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

3	SEC USE ONL	ſ				
4	SOURCE OF F	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
	WC					
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) OR 2(e) []				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION				
	De	laware				
		7 SOLE VOTING POWER				
NIII	MDED OF	-0-				
	MBER OF SHARES	8 SHARED VOTING POWER				
	EFICIALLY WNED BY EACH	2,755,920				
	PORTING PERSON	9 SOLE DISPOSITIVE POWER				
	WITH	-0-				
		10 SHARED DISPOSITIVE POWER				
		2,755,920				
11	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,	755,920				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES RES (SEE INSTRUCTIONS) []				
13	PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	53	.3%				
14	TYPE OF REP	ORTING PERSON (SEE INSTRUCTIONS)				
	со					
CUSIP No.	20563P 10 1					
1		ORTING PERSON .S. IDENTIFICATION NO. OF ABOVE PERSON				
	Va	lhi Group, Inc.				
2	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) []					
	(b) []					
3	SEC USE ONL	Y				
4	SOURCE OF F	UNDS (SEE INSTRUCTIONS)				
	No	t applicable				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) OR 2(e) []				

(b) []

CITIZENSHIP OR PLACE OF ORGANIZATION Nevada 7 SOLE VOTING POWER -0-NUMBER OF SHARED VOTING POWER SHARES 8 BENEFICIALLY 2,755,920 OWNED BY EACH REPORTING SOLE DISPOSITIVE POWER PERSON WITH -0-SHARED DISPOSITIVE POWER 10 2,755,920 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 2,755,920 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 53.3% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO CUSIP No. 20563P 10 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON National City Lines, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [] (b) [] SEC USE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

-0-

NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY

	NED BY			2,755,920
REP	EACH ORTING ERSON	9	SOLE DISPOSITIVE	POWER
	WITH			-0-
		10	SHARED DISPOSITI	VE POWER
				2,755,920
11	AGGREGATE	AMOUNT BENEFIC	CIALLY OWNED BY EA	CH REPORTING PERSON
	:	2,755,920		
12			AMOUNT IN ROW (11) TRUCTIONS) []	EXCLUDES
13	PERCENT O	F CLASS REPRESE	ENTED BY AMOUNT IN	I ROW (11)
		53.3%		
14	TYPE OF R	EPORTING PERSON	(SEE INSTRUCTION	IS)
		CO		
CUSIP No.	20563P 10 1			
1		EPORTING PERSON	1	
	S.S. OR I	.R.S. IDENTIFIC	CATION NO. OF ABOV	E PERSON
]	NOA, Inc.		
2	CHECK THE	APPROPRIATE BO	OX IF A MEMBER OF	A GROUP (SEE INSTRUCTIONS)
	(a) []		
	(b) []		
3	SEC USE O	NLY		
4	SOURCE OF	FUNDS (SEE INS	STRUCTIONS)	
	1	Not applicable		
5		DISCLOSURE OF I TO ITEMS 2(d) (LEGAL PROCEEDINGS DR 2(e) []	IS REQUIRED
6	CITIZENSH	IP OR PLACE OF	ORGANIZATION	
		Texas		
		7	SOLE VOTING POWE	CR.
				-0-
	BER OF HARES	8	SHARED VOTING PO	WER
OWI	FICIALLY NED BY			2,755,920
REP	EACH ORTING	9	SOLE DISPOSITIVE	POWER
PERSON WITH				-0-
		10	SHARED DISPOSITI	VE POWER
				2,755,920

2,755,920

12			MOUNT IN ROW (11) EXCLUDES PROCESTED []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	53.	3%	
14	TYPE OF REPO	RTING PERSON	I (SEE INSTRUCTIONS)
	CO		
CUSIP No	. 20563P 10 1		
1	NAME OF REPOR		I CATION NO. OF ABOVE PERSON
	Dix	ie Holding (Company
2	CHECK THE AP	PROPRIATE BO	X IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []		
	(b) []		
3	SEC USE ONLY		
4	SOURCE OF FU	NDS (SEE INS	TRUCTIONS)
	Not	applicable	
5	CHECK IF DIS		EGAL PROCEEDINGS IS REQUIRED OR 2(e) []
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION
	Del	aware	
		7	SOLE VOTING POWER
			-0-
	NUMBER OF SHARES	8	SHARED VOTING POWER
Б	ENEFICIALLY OWNED BY EACH		2,755,920
	REPORTING PERSON	9	SOLE DISPOSITIVE POWER
	WITH		-0-
		10	SHARED DISPOSITIVE POWER
			2,755,920
11	AGGREGATE AM	OUNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON
	2,7	55 , 920	
12			MOUNT IN ROW (11) EXCLUDES PRUCTIONS) []
13	PERCENT OF C	LASS REPRESE	ENTED BY AMOUNT IN ROW (11)
	53.	3%	
14	TYPE OF REPO	RTING PERSON	I (SEE INSTRUCTIONS)

CUSIP No. 20563P 10 1

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

7 SOLE VOTING POWER

-0-

NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,755,920

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -O-

10 SHARED DISPOSITIVE POWER

2,755,920

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,755,920

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 20563P 10 1

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Southwest Louisiana Land Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

	(a) []			
	(b) []			
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	OS (SEE IN	NSTRUCTIONS)	
	Not a	applicable	e	
5	CHECK IF DISCI		LEGAL PROCEEDINGS IS REQUIRED OR 2(e) []	
6	CITIZENSHIP OF	R PLACE OF	F ORGANIZATION	
	Louis	siana		
		7	SOLE VOTING POWER	
NIT	IMPED OF		-0-	
	JMBER OF SHARES	8	SHARED VOTING POWER	
	NEFICIALLY NUMBED BY		2,755,920	
RE	EACH PORTING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH		-0-	
		10	SHARED DISPOSITIVE POWER	
			2,755,920	
11	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
	2,755	5,920		
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []		
13	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	53.39	Š		
14	TYPE OF REPORT	TING PERSO	ON (SEE INSTRUCTIONS)	
	CO			
CUSIP No.	20563P 10 1			
1	NAME OF REPORT		ON ICATION NO. OF ABOVE PERSON	
	Conti	can Corpoi	ration	
2	CHECK THE APPR	ROPRIATE E	BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) []			
	(b) []			
3	SEC USE ONLY			
4	SOURCE OF FUNI	SOURCE OF FUNDS (SEE INSTRUCTIONS)		

Not applicable

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF SHARED VOTING POWER SHARES 8 BENEFICIALLY OWNED BY 2,755,920 EACH REPORTING 9 SOLE DISPOSITIVE POWER PERSON WITH -0-10 SHARED DISPOSITIVE POWER 2,755,920 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,755,920 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 53.3% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO CUSIP No. 20563P 10 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON The Combined Master Retirement Trust CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [] (b) [] SEC USE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS) Not applicable CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] CITIZENSHIP OR PLACE OF ORGANIZATION Texas SOLE VOTING POWER

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e) []

	HARES FICIALLY	8	SHARED VOTING POWER	
	NED BY EACH		2,755,920	
REPO	ORTING ERSON	9	SOLE DISPOSITIVE POWER	
	NITH		-0-	
		10	SHARED DISPOSITIVE POWER	
			2,755,920	
11	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
	2,75	2,755,920		
12			AMOUNT IN ROW (11) EXCLUDES STRUCTIONS) []	
13	PERCENT OF CL	ASS REPRE	SENTED BY AMOUNT IN ROW (11)	
	53.3	용		
14	TYPE OF REPOR	TING PERS	ON (SEE INSTRUCTIONS)	
	EP			
CUSIP No. 2	20563P 10 1			
1	NAME OF REPOR S.S. OR I.R.S		ON ICATION NO. OF ABOVE PERSON	
	Haro	ld Simmon	s Foundation, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) []			
	(b) []			
3	SEC USE ONLY			
4	SOURCE OF FUN	DS (SEE I	NSTRUCTIONS)	
	Not	applicabl	е	
5			LEGAL PROCEEDINGS IS REQUIRED OR 2(e) []	
6	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	Texa	s		
		7	SOLE VOTING POWER	
			-0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING POWER	
			2,755,920	
		9	SOLE DISPOSITIVE POWER	
			-0-	
		10	SHARED DISPOSITIVE POWER	
			2,755,920	

11

2,755,920

	_,,			
12		REGATE AMOUNT IN SEE INSTRUCTIONS	ROW (11) EXCLUDES) []	
13	PERCENT OF CLAS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	53.3%			
14	TYPE OF REPORTI	G PERSON (SEE IN	STRUCTIONS)	
	CO			
CUSIP No	. 20563P 10 1			
1	NAME OF REPORTI S.S. OR I.R.S.		. OF ABOVE PERSON	
	Harold	C. Simmons		
2	CHECK THE APPRO	RIATE BOX IF A M	EMBER OF A GROUP(SEE INSTRUCTIONS)	
	(a) []			
	(b) []			
3	SEC USE ONLY			
4	SOURCE OF FUNDS	(SEE INSTRUCTION	S)	
	Not ap	licable		
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []		
6	CITIZENSHIP OR	LACE OF ORGANIZA	TION	
Ü	USA	2102 01 0101111211	-101	
		7 SOLE VO	TING POWER	
			40,700	
I	NUMBER OF SHARES	8 SHARED	VOTING POWER	
BI	ENEFICIALLY OWNED BY	0 SHARED	2,775,920	
,	EACH REPORTING	9 SOLE DI	SPOSITIVE POWER	
1	PERSON WITH	9 SOLE DI	40,700	
	WIIN	10 SHARED	DISPOSITIVE POWER	
		10 SHARED	2,775,920	
1.1	ACCRECATE AMOUNT	DEVIET CITY OF	·	
11		BENEFICIALLY OW	NED BY EACH REPORTING PERSON	
1.0	-0-			
12		AGGREGATE AMOUN SEE INSTRUCTIONS	T IN ROW (11) EXCLUDES) [X]	
13	PERCENT OF CLAS	REPRESENTED BY	AMOUNT IN ROW (11)	
	0.0%			
14	TYPE OF REPORTI	G PERSON (SEE IN	STRUCTIONS)	

AMENDMENT NO. 10 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 and 5 of this Statement are hereby amended as set forth below.

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"):
 - (i) CompX Group, Inc. ("CGI") as a direct holder of Class A Shares;
 - (ii) TIMET Finance Management Company ("TFMC") by virtue of its direct ownership of CGI and as a direct holder of Class A Shares;
 - (iii) NL Industries, Inc. ("NL"), Titanium Metals Corporation ("TIMET"), Tremont LLC ("Tremont"), Valhi, Inc. ("Valhi"), Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), NOA, Inc. ("NOA"), Dixie Holding Company ("Dixie Holding"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), Southwest Louisiana Land Company, Inc. ("Southwest"), 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 CGI and TFMC; and
 - (iv) 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.

CGI and TFMC are direct holders of 50.0% and 3.3%, respectively, of the 5,169,880 Class A Shares outstanding as of December 6, 2004 according to information the Company provided (the "Outstanding Class A Shares").

CGI 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 Securities and Exchange Commission on February 4, 1998 (Reg. No. 333-42643), which is incorporated herein by reference. As a result of its ownership of 50.0% of the Class A Shares and 100% of the Class B Shares, CGI directly holds approximately 83.0% of the combined voting power (97.5% of the voting power for the election of directors) of all classes of voting stock of the Company. CGI may be deemed to control the Company.

NL and TFMC are the direct holders of approximately 82.4%, and 17.6%, respectively, of the outstanding shares of CGI common stock and together may be deemed to control CGI. Valhi, Tremont and TFMC are the direct holders of approximately 62.2%, 21.1% and 0.5%, respectively, of the outstanding shares of NL common stock and together may be deemed to control NL. Valhi is the sole member of Tremont and may be deemed to control Tremont.

TIMET is the direct holder of 100% of the outstanding shares of common stock of TFMC and may be deemed to control TFMC. Tremont, Harold C. Simmons' spouse, the CMRT and Valhi are the holders of approximately 39.6%, 14.4%, 12.0% and 1.3% of the outstanding shares of TIMET common stock. Tremont may be deemed to control TIMET. The ownership of Mr. Simmons' spouse is based on the 1,600,000 shares of TIMET's 6 3/4% Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), that she directly owns, which are

convertible into 2,666,666 shares of TIMET common stock. The ownership of Valhi includes 24,500 shares of TIMET common stock that Valhi has the right to acquire upon conversion of 14,700 shares of Series A Preferred Stock that Valhi directly holds. The percentage ownership of TIMET common stock held by each of Ms. Simmons and Valhi assumes the full conversion of only the shares of Series A Preferred Stock she or Valhi owns, respectively.

VGI, National, Contran, the Foundation, the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and the CMRT are the direct holders of 77.6%, 9.1%, 3.4%, 0.9%, 0.4% and 0.1%, respectively, of the common stock of Valhi. Together, VGI, National and Contran may be deemed to control Valhi. National, NOA and Dixie Holding are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding shares of common stock of VGI. Together, National, NOA and Dixie Holding may be deemed to control VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding shares of common stock of National and together may be deemed to control National. Contran and Southwest are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding shares of common stock of NOA and together may be deemed to control NOA. Dixie Rice is the direct holder of 100% of the outstanding shares of common stock of Dixie Holding and may be deemed to control Dixie Holding. Contran is the holder of 100% of the outstanding shares of common stock of Dixie Rice and may be deemed to control Dixie Rice. Contran is the holder of approximately 88.9% of the outstanding shares of common stock of Southwest and may be deemed to control Southwest.

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 0.9% 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 CDCT No. 2 directly holds approximately 0.4% of the outstanding shares of Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

The CMRT directly holds approximately 12.0% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. Valhi established the CMRT as a trust to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi and related companies adopt. Harold C. Simmons is the sole trustee of the CMRT and a member of the trust 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.

Valmont Insurance Company ("Valmont"), NL and a subsidiary of NL directly own 1,000,000 shares, 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock. Valhi is the direct holder of 100% of the outstanding shares of Valmont common stock and may be deemed to control Valmont. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that Valmont, NL and the subsidiary of NL 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, vice chairman of TIMET and chairman of the board of CGI, Tremont, Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest 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 CGI and TFMC. However, Mr. Simmons disclaims such beneficial ownership of the Shares beneficially owned, directly or indirectly, by any of such entities.

Harold C. Simmons' spouse is the direct owner of 20,000 Class A Shares, 69,475 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 Shares. He disclaims all such beneficial ownership.

Harold C. Simmons is the direct owner of 40,700 Class A Shares, 30,800 shares of NL common stock (including options exercisable for 6,000 shares of NL common stock) and 3,383 shares of Valhi common stock.

A trust of which Harold C. Simmons and his spouse are co-trustees and the beneficiaries of which are the grandchildren of his spouse is the direct holder of 40,000 shares of Valhi common stock. Mr. Simmons disclaims beneficial ownership of these shares.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended as follows.

The total amount of funds TFMC used to acquire the Class A Shares TFMC purchased as reported in Item 5(c) was \$1,605,000.00 (including commissions). TFMC obtained such funds through an intercompany advance from TIMET, net of amounts TIMET owed TFMC, if any.

Item 4. Purpose of Transaction.

Item 4 is amended as follows.

TFMC purchased the Class A Shares reported in Item 5(c) in order to increase its 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.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows.

(a) CGI, TFMC, Harold C. Simmons and his spouse are the direct beneficial owners of 2,586,820, 169,100, 40,700 and 20,000 Class A Shares, respectively. CGI also directly holds 10,000,000 Class B Shares.

By virtue of the relationships described under Item 2 of this Statement:

- (1) CGI and NL may each be deemed to be the beneficial owner of the 2,586,820 Class A Shares (approximately 50.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 83.0% of the combined voting power, and 97.5% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI holds directly; and
- (2) TFMC, TIMET, Tremont Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest, Contran, the CMRT and the Foundation may each be deemed to be the beneficial owner of the 2,755,920 Class A Shares

(approximately 53.3% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 84.1% of the combined voting power, and 97.7% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI and TFMC hold directly; and

(3) Harold C. Simmons may be deemed to be the beneficial owner of the $2.816,620~{\rm Class}$ A Shares (approximately 54.5% of the Outstanding Class A Shares) and $10.000,000~{\rm Class}$ B Shares (approximately 84.5% of the combined voting power, and 97.8% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI, TFMC, he and his spouse hold directly.

Except to the extent of the 40,700 Class A Shares he holds directly, Harold C. Simmons disclaims beneficial ownership of all Shares.

- (b) By virtue of the relationships described in Item 2 of this Statement:
- (1) CGI and NL may each be deemed to share the power to vote and direct the disposition of the 2,586,820 Class A Shares (approximately 50.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 83.0% of the combined voting power, and 97.5% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI holds directly;
- (2) TFMC, TIMET, Tremont Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest, Contran, the CMRT and the Foundation may each be deemed to share the power to vote and direct the disposition of the 2,755,920 Class A Shares (approximately 53.3% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 84.1% of the combined voting power, and 97.7% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI and TFMC hold directly;
- (3) Harold C. Simmons may be deemed to share the power to vote and direct the disposition of the 2,775,920 Class A Shares (approximately 53.7% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 84.2% of the combined voting power, and 97.7% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI, TFMC and his spouse hold directly; and
- (4) Harold C. Simmons may be deemed to have the sole power to vote and direct the disposition of the 40,700 Class A Shares (approximately 0.8% of the Outstanding Class A Shares) that he directly holds.
- (c) TFMC is the only Reporting Person to have transactions in the Class A Shares since November 22, 2004, the last reported transaction in Amendment No. 9 to this Schedule 13D. TFMC executed the following purchase of Class A Shares on the New York Stock Exchange.

Date	Number of Shares	Approximate Price Per Share (\$) (exclusive of commissions)
12/03/04	100,000	\$16.00

(d) CGI, TFMC, 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.

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: December 10, 2004

/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: December 10, 2004

/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: December 10, 2004

/s/ Gregory M. Swalwell

Gregory M. Swalwell Signing in the capacity listed on Schedule "A" attached hereto and incorporated herein by reference.

SCHEDULE A

 ${\tt HAROLD}$ C. SIMMONS, in his individual capacity and as trustee of THE COMBINED MASTER RETIREMENT TRUST.

STEVEN L. WATSON, as president or vice president of each of:

CONTRAN CORPORATION
DIXIE HOLDING COMPANY
DIXIE RICE AGRICULTURAL CORPORATION, INC.
HAROLD SIMMONS FOUNDATION, INC.
NATIONAL CITY LINES, INC.
NOA, INC.
SOUTHWEST LOUISIANA LAND COMPANY, INC.
TREMONT LLC
VALHI GROUP, INC.
VALHI, INC.

GREGORY M. SWALWELL, as vice president of each of:

COMPX GROUP, INC.

NL INDUSTRIES, INC. TIMET FINANCE MANAGEMENT COMPANY TITANIUM METALS CORPORATION