

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CONTRAN CORP</u> (Last) (First) (Middle) <u>5430 LBJ FRWY</u> <u>SUITE 1700</u> (Street) <u>DALLAS TX 75240</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMPX INTERNATIONAL INC [CIX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2004</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock \$0.01 par value	06/28/2004		J ⁽¹⁾		2,200	A	\$14.94	1,327,710	I	by TFMC ⁽²⁾
Class A Common Stock \$0.01 par value	06/28/2004		J ⁽¹⁾		200	A	\$14.99	1,327,910	I	by TFMC ⁽²⁾
Class A Common Stock \$0.01 par value	06/28/2004		J ⁽¹⁾		37,600	A	\$15	1,365,510	I	by TFMC ⁽²⁾
Class A Common Stock \$0.01 par value								374,000	I	by Valhi ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>CONTRAN CORP</u> (Last) (First) (Middle) <u>5430 LBJ FRWY</u> <u>SUITE 1700</u> (Street) <u>DALLAS TX 75240</u> (City) (State) (Zip)		

1. Name and Address of Reporting Person*

[VALHI INC /DE/](#)

(Last) (First) (Middle)

5430 LBJ FRWY
STE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DIXIE RICE AGRICULTURE CORP INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

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)

1. Name and Address of Reporting Person*

[NOA INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SOUTHWEST LOUISIANA LAND CO INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TIMET FINANCE MANAGEMENT CO](#)

(Last) (First) (Middle)

913 N MARKET ST
SUITE 217

(Street)

WILMINGTON DE 19801

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TITANIUM METALS CORP](#)

(Last) (First) (Middle)

1999 BROADWAY
STE 4300

(Street)

DENVER CO 80202

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TREMONT LLC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NATIONAL CITY LINES INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

Explanation of Responses:

1. Open market purchase by TIMET Finance Management Company. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
2. Directly held by TIMET Finance Management Company. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
3. Directly held by Valhi, Inc. See the Additional Information filed as an exhibit 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 90,700 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. This form is also filed on behalf of: Dixie Holding Company, 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, by /s/ A. Andrew R. Louis, Assistant Secretary (signed 06/29/2004) and Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240, By: /s/ A. Andrew R. Louis, Assistant Secretary (signed 06/29/2004). See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.

[A. Andrew R. Louis, Secretary,](#) [06/29/2004](#)
for Contran Corporation

[A. Andrew R. Louis, Secretary,](#) [06/29/2004](#)
for Valhi, Inc.

[A. Andrew R. Louis, Secretary,](#) [06/29/2004](#)
for Dixie Rice Agricultural
Corporation, Inc.

A. Andrew R. Louis, Attorney- 06/29/2004
in-fact, for Harold C. Simmons

A. Andrew R. Louis, Secretary, 06/29/2004
for National City Lines, Inc.

A. Andrew R. Louis, Secretary, 06/29/2004
for NOA, Inc.

A. Andrew R. Louis, Secretary, 06/29/2004
for Southwest Louisiana Land
Company, Inc.

A. Andrew R. Louis, Assistant
Secretary, for Titanium Metals 06/29/2004
Corporation

A. Andrew R. Louis, Secretary, 06/29/2004
for Tremont LLC

Gregory M. Swalwell, Vice
President for TIMET Finance 06/29/2004
Management Company

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Additional Information

TIMET Finance Management Company ("TFMC") and Valhi, Inc. ("Valhi") are the direct holders of 26.5% and 7.3%, respectively, of the outstanding shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), of the issuer.

Valcor, Inc. ("Valcor") directly holds 100%, or 10,000,000 shares, of the issuer's Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock," and collectively with the Class A Common Stock, the "Common Stock"). The description of the relative rights of the Common Stock contained in the issuer's restated certificate of incorporation is hereby incorporated herein by reference to Exhibit 3.1 of the issuer's Registration Statement on Form S-1 (File No. 333-42643). As a result of its ownership of all of the Class B Common Stock, Valcor currently holds approximately 66.0% of the combined voting power (95.1% for the election of directors) of all classes of voting stock of the issuer.

Titanium Metals Corporation ("TIMET") directly holds 100% of outstanding common stock of TFMC. Tremont LLC, The Combined Master Retirement Trust (the "CMRT") and Valhi are the direct holders of approximately 39.7%, 8.4% and 1.1%, of the outstanding shares of TIMET common stock. Valhi also directly holds 14,700 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities of the TIMET Capital Trust I (the "BUCs") that are convertible into 1,968 shares of TIMET common stock, or approximately 0.1% of the outstanding shares of TIMET common stock assuming the full conversion of only the BUCs Valhi directly holds. The spouse of Harold C. Simmons directly holds 1,600,000 BUCs that are convertible into 214,240 shares of TIMET common stock, or approximately 6.3% of the outstanding shares of TIMET common stock assuming the full conversion of only the BUCs she directly holds.

Valhi is the direct holder of 100% of the outstanding membership interests of Tremont LLC and 100% of the outstanding common stock of Valcor. VGI, National, Contran, the Harold Simmons Foundation (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%, 3.1%, 0.9%, 0.4% and 0.1%, respectively, of the common stock of Valhi. National, NOA and Dixie Holding are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding common stock of National. Contran and Southwest are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA. Dixie Rice is the direct holder of 100% of the outstanding common stock of Dixie Holding and 88.9% of the outstanding common stock of 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 is 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.

The CDCT No. 2 directly holds approximately 0.4% of the outstanding 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 8.4% 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. Mr. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT.

Valmont Insurance Company ("Valmont"), NL Industries, Inc. ("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 common stock of Valmont. Valhi, Tremont LLC and TFMC are the direct holders of approximately 62.3%, 21.1% and 0.5%, respectively, of the outstanding common stock of NL. 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 of Tremont LLC, Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran and chairman of the board and chief executive officer of NL.

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 of Class A Common Stock that are directly held by TFMC or Valhi. However, Mr. Simmons disclaims such beneficial ownership of the shares of Class A Common Stock beneficially owned, directly or indirectly, by any of such entities.

Harold C. Simmons' spouse is the direct owner of 20,000 shares of Class A Common Stock and 1,600,000 BUCs. Mr. Simmons may be deemed to share indirect beneficial ownership of such securities. Mr. Simmons disclaims beneficial ownership of all securities that his spouse holds directly.