

Edgar Filing: COMPX INTERNATIONAL INC - Form SC 13D/A

COMPX INTERNATIONAL INC
Form SC 13D/A
June 17, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

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)

June 7, 2005
(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

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

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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)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

2,586,820

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

2,586,820

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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)

49.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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

NL Industries, 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)

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 2,626,120 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 2,626,120 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,626,120

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 20563P 10 1

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
TIMET Finance Management Company

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)
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,070,420 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 3,070,420 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,070,420

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
59.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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CUSIP No. 20563P 10 1

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

Titanium Metals Corporation
- 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)

WC
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,070,420 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 3,070,420 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,070,420
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.0%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CO

CUSIP No. 20563P 10 1

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

Tremont LLC
- 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

Delaware
- | | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,070,420 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 3,070,420 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,070,420
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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59.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 20563P 10 1

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

Valhi, 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)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

3,109,720

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

3,109,720

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,109,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.8%

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

Valhi 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)

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

Nevada

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

3,109,720

OWNED BY
EACH

REPORTING
PERSON

9 SOLE DISPOSITIVE POWER

WITH

-0-

10 SHARED DISPOSITIVE POWER

3,109,720

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,109,720

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.8%

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

National City Lines, 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

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
EACH
3,109,720

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON
WITH
-0-

10 SHARED DISPOSITIVE POWER

3,109,720

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,109,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
59.8%

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
NOA, 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
Texas

| | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,109,720 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | |

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3,109,720

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,109,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.8%

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

Dixie Holding Company

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

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8 SHARED VOTING POWER

3,109,720

9 SOLE DISPOSITIVE POWER

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WITH

-0-

10 SHARED DISPOSITIVE POWER

3,109,720

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,109,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.8%

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

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
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

3,109,720

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EACH
REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
-0-
10 SHARED DISPOSITIVE POWER
3,109,720
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,109,720
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
59.8%
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
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

NUMBER OF

-0-

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| | | | |
|--------------|---|--------------------------|-----------|
| SHARES | 8 | SHARED VOTING POWER | |
| BENEFICIALLY | | | |
| OWNED BY | | | 3,109,720 |
| EACH | | | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER | |
| PERSON | | | |
| WITH | | | -0- |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | 3,109,720 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 3,109,720 | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 59.8% | | |
| 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
Contran Corporation

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
Delaware

7 SOLE VOTING POWER

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-0-

| | | | |
|--|----|--------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,109,720 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 3,109,720 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,109,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
59.8%

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
The Combined Master Retirement Trust

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

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Texas

| | | | |
|--|---|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,109,720 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 3,109,720 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 3,109,720 | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 59.8% | | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | | |
| | EP | | |

CUSIP No. 20563P 10 1

| | | |
|---|--|---------------------------------|
| 1 | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | Harold Simmons Foundation, 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) [] | |

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

| | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,109,720 |
| | 9 | SOLE DISPOSITIVE POWER | -0- |
| | 10 | SHARED DISPOSITIVE POWER | 3,109,720 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,109,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.8%

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

Harold C. Simmons

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

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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

USA

| | | | |
|--|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | 40,700 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 3,129,720 |
| | 9 | SOLE DISPOSITIVE POWER | 40,700 |
| | 10 | SHARED DISPOSITIVE POWER | 3,129,720 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

AMENDMENT NO. 13
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;

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(ii) NL Industries, Inc. ("NL") and TIMET Finance Management Company ("TFMC") by virtue of their direct ownership of CGI and as direct holders of Class A Shares;

(iii) Titanium Metals Corporation ("TIMET") by virtue of its indirect ownership of CGI and direct ownership of TFMC;

(iv) Tremont LLC ("Tremont") by virtue of its indirect ownership of CGI and TFMC;

(v) 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 indirect ownership of CGI, TFMC and NL; and

(vi) 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, TFMC and NL are direct holders of 49.7%, 9.3% and 0.8%, respectively, of the 5,201,780 Class A Shares outstanding as of June 16, 2005 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 49.7% of the Class A Shares and 100% of the Class B Shares, CGI directly holds approximately 82.8% 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 and TFMC are the direct holders of approximately 83.1% and 0.5%, respectively, of the outstanding shares of NL common stock and together may be deemed to control NL.

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, Valhi and Harold C. Simmons are the direct holders of approximately 39.5%, 14.3%, 12.0%, 4.5% and 0.8% 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

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the full conversion of only the shares of Series A Preferred Stock she or Valhi owns, respectively.

Valhi is the sole member of Tremont and may be deemed to control Tremont. VGI, National, Contran, the Foundation, the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and the CMRT are the direct holders of 79.1%, 9.3%, 2.1%, 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.

NL and a subsidiary of NL directly own 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that 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.

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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, 31,800 shares of NL common stock (including options exercisable for 4,000 shares of NL common stock), 126,200 shares of TIMET 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.

Certain information concerning the directors and executive officers of the Reporting Persons, including offices held by Mr. Simmons is set forth on Schedule B attached hereto and incorporated herein by reference.

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 \$712,531.00 (including commissions). TFMC obtained such funds through an intercompany advance from TIMET, net of amounts TIMET owed TFMC, if any.

The total amount of funds NL used to acquire the Class A Shares NL purchased as reported in Item 5(c) was \$571,815.00 (including commissions). NL obtained such funds from its cash on hand.

Item 4. Purpose of Transaction.

Item 4 is amended as follows.

TFMC and NL purchased the Class A Shares reported in Item 5(c) in order to increase their equity interests 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.

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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.

Certain of the persons named in Schedule B to this Statement, namely Eugene K. Anderson, James W. Brown, Robert D. Graham, J. Mark Hollingsworth, Keith A. Johnson, William J. Lindquist, A. Andrew R. Louis, Kelly D. Luttmer, Bobby D. O'Brien, Glenn R. Simmons, Harold C. Simmons, John A. St. Wrba, Gregory M. Swalwell and Steven L. Watson are officers and/or directors of the Company or perform services for the Company as employees of one of the Company's parent corporations and may acquire Class A Shares from time to time pursuant to employee benefit plans that the Company sponsors or other compensation arrangements with the Company or otherwise.

Except as described in this Item 4, none of the Reporting Persons nor, to the best knowledge of such persons, any other person named in Schedule B to this Statement has formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows.

(a) CGI, TFMC, Harold C. Simmons, NL and Mr. Simmons' spouse are the direct beneficial owners of 2,586,820, 483,600, 40,700, 39,300 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 may be deemed to be the beneficial owner of the 2,586,820 Class A Shares (approximately 49.7% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 82.8% 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) NL may be deemed to be the beneficial owner of the 2,626,120 Class A Shares (approximately 50.5% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 83.1% of the combined voting power, and 97.6% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI and NL hold directly;

(3) TFMC, TIMET and Tremont may each be deemed to be the beneficial owner of the 3,070,420 Class A Shares (approximately 59.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 86.0% of the combined voting power, and 98.0% 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

(4) 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 3,109,720 Class A Shares (approximately 59.8% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 86.2% of the combined voting power, and 98.0% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI, TFMC and NL hold directly; and

(5) Harold C. Simmons may be deemed to be the beneficial owner

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of the 3,170,420 Class A Shares (approximately 60.9% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 86.6% of the combined voting power, and 98.1% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI, TFMC, he, NL 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.

The Reporting Persons understand, based on ownership filings with the Securities and Exchange Commission (the "Commission") or upon information provided by the persons listed on Schedule B to this Statement, that such persons may be deemed to own beneficially the Class A Shares as indicated on Schedule C to this Statement.

(b) By virtue of the relationships described in Item 2 of this Statement:

(1) CGI may be deemed to share the power to vote and direct the disposition of the 2,586,820 Class A Shares (approximately 49.7% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 82.8% 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) NL may be deemed to share the power to vote and direct the disposition of the 2,626,120 Class A Shares (approximately 50.5% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 83.1% of the combined voting power, and 97.6% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI and NL hold directly;

(3) TFMC, TIMET and Tremont may each be deemed to share the power to vote and direct the disposition of the 3,070,420 Class A Shares (approximately 59.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 86.0% of the combined voting power, and 98.0% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI and TFMC hold directly;

(4) 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 3,109,720 Class A Shares (approximately 59.8% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 86.2% of the combined voting power, and 98.0% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI, TFMC and NL hold directly;

(5) Harold C. Simmons may be deemed to share the power to vote and direct the disposition of the 3,129,720 Class A Shares (approximately 60.2% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 86.4% of the combined voting power, and 98.0% of the voting power for the election of directors, of all classes of voting stock of the Company) that CGI, TFMC, NL 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.

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(c) The table below sets forth transactions in the Shares by the Reporting Persons since May 2, 2005, the last reported transaction reported in Item 5(c) to Amendment No. 12 to this Schedule 13D. TFMC and NL executed all of such transactions, which were all purchases of Class A Shares, on the New York Stock Exchange.

| Date | Purchaser | Number of Class A Shares Purchased | (ex |
|----------|-----------|---------------------------------------|-----|
| 05/13/05 | TFMC | 2,900 | |
| 05/17/05 | TFMC | 10,200 | |
| 05/20/05 | TFMC | 7,100 | |
| 05/26/05 | TFMC | 500 | |
| 05/31/05 | TFMC | 10,000 | |
| 05/31/05 | TFMC | 8,100 | |
| 05/31/05 | TFMC | 100 | |
| 06/01/05 | TFMC | 100 | |
| 06/01/05 | TFMC | 10,000 | |
| 06/03/05 | NL | 1,700 | |
| 06/06/05 | NL | 1,200 | |
| 06/07/05 | NL | 15,500 | |
| 06/08/05 | NL | 20,900 | |

(d) CGI, TFMC, Harold C. Simmons, NL and Mr. Simmons' 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: June 17, 2005

/s/ Harold C. Simmons

Harold C. Simmons
Signing in the
capacities listed on
Schedule "A" attached
hereto and
incorporated herein by
reference.

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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: June 17, 2005

/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: June 17, 2005

/s/ Gregory M. Swalwell

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

SCHEDULE A

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

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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

Schedule B

The names of the directors and executive officers of CompX Group, Inc. ("CGI"), Contran Corporation ("Contran"), Dixie Holding Company ("Dixie Holding"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), the Harold Simmons Foundation, Inc. (the "Foundation"), National City Lines, Inc. ("National"), NL Industries, Inc. ("NL"), NOA, Inc. ("NOA"), Southwest Louisiana Land Company, Inc. ("Southwest"), TIMET Finance Management Company ("TFMC"), Titanium Metals Corporation ("TIMET"), Valhi Group, Inc. ("VGI") and Valhi, Inc. ("Valhi") and their present principal occupations are set forth below. Except as otherwise indicated, each such person is a citizen of the United States of America and the business address of each such person is 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240.

| Name | Present Principal Occupation |
|------------------------|--|
| Eugene K. Anderson | Vice president of Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, Tremont LLC ("Tremont"), Valhi and VGI; and treasurer of the Foundation. |
| Thomas E. Barry (1) | Vice president for executive affairs at Southern Methodist University and professor of marketing in the Edwin L. Cox School of Business at Southern Methodist University; and a director of Keystone Consolidated Industries, Inc., an affiliate of Contran ("Keystone"), and Valhi. |
| James W. Brown | Vice president and controller of CGI, NL and Kronos Worldwide, Inc., an affiliate of Valhi ("Kronos Worldwide"). |
| Joan L. Dobrzynski (2) | Vice president-client services of Stewart Management Company; and director, president, secretary and assistant treasurer of TFMC. |
| Norman S. Edelcup (3) | Senior vice president business development of Florida Savings Bancorp; mayor of Sunny |

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Isles Beach, Florida; director of Valhi; and trustee of the Baron Funds, a mutual fund group.

Lisa Simmons Epstein Director and president of the Foundation.

Robert D. Graham Vice president of Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest, TIMET, Tremont, Valhi and VGI; and vice president, general counsel and secretary of CGI, Kronos Worldwide and NL.

Norman N. Green (4) A private investor and a director of TIMET.

J. Mark Hollingsworth Vice president and general counsel of Contran, Dixie Holding, Dixie Rice, National, NOA, Southwest, Tremont, Valhi and VGI; general counsel of the Foundation, CompX International, Inc. (the "Company"); trust counsel of The Combined Master Retirement Trust, a trust Valhi formed to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi and related companies adopt (the "CMRT"); and acting general counsel of Keystone.

Gary C. Hutchison (5) Neurological surgeon; Associate Clinical Professor of Neurosurgery at the University of Texas Health Science Center (Dallas); and a director of TIMET.

Bruce P. Inglis (6) Vice president-finance and corporate controller of TIMET.

Francis B. Jacobs, II (2) Vice president-client services of Stewart Management Company; and director, vice president and assistant secretary of TFMC.

Keith A. Johnson Controller of the Foundation.

Christian Leonhard (7) Chief operating officer - Europe of TIMET.

William J. Lindquist Director and senior vice president of Contran, Dixie Holding, National, NOA and VGI; senior vice president of Dixie Rice, Southwest, Tremont and Valhi; and a director of CGI.

A. Andrew R. Louis Secretary of Contran, the Company, Dixie Holding, Dixie Rice, National, NOA, Southwest, Tremont, Valhi and VGI.

Kelly D. Luttmer Vice president and tax director of Contran, CGI, the Company, Dixie Holding, Dixie Rice, National, NOA, Kronos Worldwide, NL, Southwest, Tremont, Valhi and VGI.

J. Landis Martin (6) Chairman of the board, president and chief executive officer of TIMET; and a director of CGI.

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| | |
|---------------------------|---|
| Andrew McCollam, Jr. (8) | President and a director of Southwest; director of Dixie Rice; and a private investor. |
| W. Hayden McIlroy (9) | Private investor primarily in real estate; and a director of Valhi and Cadco Systems, Inc., a manufacturer of emergency alert systems. |
| Harold M. Mire (10) | Vice president of Dixie Rice and Southwest. |
| Cecil H. Moore, Jr. (11) | Director of NL and Kronos Worldwide; and private investor. |
| Robert E. Musgraves (6) | Chief operating officer - North America of TIMET. |
| Albert W. Niemi, Jr. (12) | Dean of the Edwin L. Cox School of Business at Southern Methodist University; and a director of TIMET. |
| Bobby D. O'Brien | Vice president, treasurer and director of Dixie Holding, National, NOA and VGI; vice president and treasurer of Dixie Rice, Southwest and Tremont; vice president and chief financial officer of Contran and Valhi; and vice president of TIMET. |
| Joan H. Prusse (6) | Vice president, general counsel and secretary of TIMET and vice president of Tremont. |
| Glenn R. Simmons | Vice chairman of the board of Contran, Dixie Holding, Dixie Rice, National, NOA, Tremont, Valhi and VGI; chairman of the board of the Company and Keystone; director and executive vice president of Southwest; and a director of CGI, Kronos Worldwide, NL and TIMET. |
| Harold C. Simmons | Chairman of the board of CGI, Contran, Dixie Holding, Dixie Rice, the Foundation, National, NOA, Southwest, Tremont, Valhi and VGI; chairman of the board and chief executive officer of Kronos Worldwide and NL; vice chairman of TIMET; and trustee and member of the trust investment committee of the CMRT. |
| Richard A. Smith (10) | Vice president of Dixie Rice. |
| Thomas P. Stafford (13) | Director of NL; and co-founder and affiliated with Stafford, Burke and Hecker, Inc., a Washington based consulting firm. |
| John A. St. Wrba | Vice president and treasurer of Contran, CGI, Kronos Worldwide, NL, Valhi and TIMET. |
| Gregory M. Swalwell | Vice president and controller of Contran, Dixie Holding, National, NOA, Southwest, Tremont, Valhi and VGI; vice president, finance and chief financial officer of CGI, Kronos Worldwide and NL; vice president of |

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Dixie Rice and TIMET; and director, vice president and treasurer of TFMC.

J. Walter Tucker, Jr. (14)

President, treasurer and a director of Tucker & Branham, Inc., a mortgage banking, insurance and real estate company; vice chairman of the board of Keystone; a director of Valhi; and a member of the trust investment committee of the CMRT.

Steven L. Watson

Director and president of Contran, Dixie Holding, Dixie Rice, National, NOA and VGI; director, president and chief executive officer of Valhi; president of Tremont; director and executive vice president of Southwest; director, vice president and secretary of the Foundation; vice chairman of Kronos Worldwide; and a director of CGI, the Company, Keystone, NL and TIMET.

Terry N. Worrell (15)

Director of NL; a private investor with Worrell Investments, Inc., real estate investment company. Paul J. Zucconi (16) A private investor and a director of TIMET.

- (1) The principal business address for Dr. Barry is Southern Methodist University, Perkins Administration Bldg. #224, Dallas, Texas 75275.
- (2) The principal business address for Ms. Dobrzynski and Mr. Jacobs is Nemours Building, Suite 1410, 1007 Orange Street, Wilmington, Delaware 19801.
- (3) The principal business address for Mr. Edelcup is 17395 North Bay Road, Suite 103, Sunny Isles Beach, Florida 33160.
- (4) Mr. Green is a citizen of Canada. The principal business address for Mr. Green is 10340 Strait Lane, Dallas, Texas 75229.
- (5) The principal business address for Dr. Hutchison is 8230 Walnut Hill Lane, Dallas, Texas 75231.
- (6) Mr. Inglis is a citizen of Canada. The principal business address for Messrs. Inglis, Martin, Musgraves and Prusse is 1999 Broadway, Suite 4300, Denver, Colorado 80202.
- (7) Mr. Leonhard is a citizen of France. His principal business address is TIMET Savioe, 62 Avenue Paul Girod, 73400 Ugine, France.
- (8) The principal business address for Mr. McCollam is 402 Canal Street, Houma, Louisiana 70360.
- (9) The principal business address for Mr. McIlroy is 25 Highland Park Village, Suite 100-341, Dallas, Texas 75225.
- (10) The principal business address for Messrs. Mire and Smith is 600 Pasquiere Street, Gueydan, Louisiana 70542-0010.
- (11) The principal business address for Mr. Moore is 4444 Beverly Drive, Dallas, Texas 75205.

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- (12) The principal business address for Dr. Niemi is Southern Methodist University, Cox School of Business, 200 Fincher Building, Dallas, Texas 75205-0333.
- (13) The principal business address for Gen. Stafford (ret.) is Stafford, Burke & Hecker, Inc., 1006 Cameron Street, Alexandria Virginia 22314.
- (14) The principal business address for Mr. Tucker is 400 E. Central Boulevard, Orlando, Florida 32801.
- (15) The principal business address for Mr. Worrell is 6909 Vasser, Dallas, Texas 75205.
- (16) The principal business address for Mr. Zucconi is 2801 Mill Haven Court, Plano, Texas 75093.

SCHEDULE C

Based upon ownership filings with the Commission or upon information provided by the persons listed on Schedule B to this Statement, such persons may be deemed to personally beneficially own Class A Shares, as outlined below:

| Name ----- | Class A Shares Held ----- | Stock Options Held (1) ----- |
|-----------------------|---------------------------------|------------------------------------|
| Eugene K. Anderson | -0- | 3,000 |
| Thomas E. Barry | -0- | -0- |
| James W. Brown | -0- | -0- |
| Joan L. Dobrzynski | -0- | -0- |
| Norman S. Edelcup | 2,000 | -0- |
| Lisa Simmons Epstein | -0- | -0- |
| Robert D. Graham | -0- | -0- |
| Norman N. Green | -0- | -0- |
| J. Mark Hollingsworth | -0- | 7,000 |
| Gary C. Hutchison | -0- | -0- |
| Bruce P. Inglis | -0- | -0- |
| Francis B. Jacobs, II | -0- | -0- |
| Keith A. Johnson | 700 | 4,000 |
| Christian Leonhard | -0- | -0- |

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| | | |
|-----------------------|--------|--------|
| William J. Lindquist | -0- | 10,000 |
| A. Andrew R. Louis | -0- | 4,000 |
| Kelly D. Luttmer | 200 | 4,000 |
| J. Landis Martin | -0- | -0- |
| Andrew McCollam, Jr. | -0- | -0- |
| W. Hayden McIlroy | -0- | -0- |
| Harold M. Mire | -0- | -0- |
| Cecil H. Moore, Jr. | -0- | -0- |
| Robert E. Musgraves | -0- | -0- |
| Albert W. Niemi, Jr. | -0- | -0- |
| Bobby D. O'Brien | 300 | 10,000 |
| Joan H. Prusse | -0- | -0- |
| Glenn R. Simmons (2) | 15,500 | 54,800 |
| Harold C. Simmons (3) | 60,700 | -0- |
| Richard A. Smith | -0- | -0- |
| Thomas P. Stafford | -0- | -0- |
| John A. St. Wrba | -0- | -0- |
| Gregory M. Swalwell | -0- | 5,000 |
| J. Walter Tucker, Jr. | -0- | -0- |
| Steven L. Watson | 6,000 | 14,800 |
| Terry N. Worrell | -0- | -0- |
| Paul J. Zucconi | -0- | -0- |

- (1) Represents Class A Shares issuable pursuant to the exercise within 60 days of the date of this Statement of stock options.
- (2) Includes 500 Class A Shares held directly by Mr. Glenn R. Simmons' spouse. Mr. Simmons disclaims beneficial ownership of all such Shares
- (3) Includes 20,000 Class A Shares held directly by Mr. Harold C. Simmons' spouse. Does not include other Shares of which Mr. Simmons may be deemed to possess indirect beneficial ownership as described in Items 2 and 5(a) of this Statement. Except for the 40,700 Class A Shares that he holds directly, Mr. Simmons disclaims beneficial ownership of all Shares