

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* CONTRAN CORP (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TITANIUM METALS CORP [tie]	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) 02/20/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
TIMET Capital Trust I Convertible Preferred ⁽¹⁾	\$0 ⁽²⁾	02/20/2004		J ⁽³⁾	V		1,600,000 ⁽³⁾	(4)	12/01/2026	Common Stock \$0.01 par value	214,240	(3)	0	D	
TIMET Capital Trust I Convertible Preferred ⁽¹⁾	\$0 ⁽²⁾							(4)	12/01/2026	Common Stock \$0.01 par value	1,968		14,700	I	by Valhi ⁽⁵⁾

1. Name and Address of Reporting Person* CONTRAN CORP (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700 (Street) DALLAS TX 75240 (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*

[VALHI INC /DE/](#)

(Last) (First) (Middle)
THREE LINCOLN CENTER
5430 LBJ FREEWAY SUITE 1700

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VALHI GROUP INC](#)

(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)

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*		
<u>DIXIE HOLDING CO</u>		
(Last)	(First)	(Middle)
5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>DIXIE RICE AGRICULTURE CORP INC</u>		
(Last)	(First)	(Middle)
600 PASQUIERE ST		
(Street)		
GUEYDAN	LA	70542
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>SOUTHWEST LOUISIANA LAND CO INC</u>		
(Last)	(First)	(Middle)
402 CANAL ST		
(Street)		
HOUMA	LA	70360
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>SIMMONS HAROLD C</u>		
(Last)	(First)	(Middle)
THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700		
(Street)		
DALLAS	TX	75240-2697
(City) (State) (Zip)		

Explanation of Responses:

1. The 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities of TIMET Capital Trust I
2. The 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities of TIMET Capital Trust I conversion ratio is 1 for 0.1339 shares of common stock of the issuer.
3. On February 20, 2004, Contran Corporation sold, in a private transaction, 1,600,000 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities, liquidation preference \$50 per security, which represent undivided beneficial ownership interests in the assets of TIMET Capital Trust I, a Delaware statutory business trust, to the spouse of Harold C. Simmons for an aggregate purchase price of \$19,500,000.00. The purchase price consisted of the reduction in full of \$19,090,847.00 of indebtedness and the balance in cash. See the Additional Information filed as an exhibit to this statement for a description of the relationship among the persons joining in this filing.
4. Exercisable immediately.
5. Directly held by Valhi, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationship among the persons joining in this filing.

A. Andrew R. Louis, Secretary, 02/24/2004
for Contran Corporation

A. Andrew R. Louis, Secretary, 02/24/2004
for Tremont LLC

A. Andrew R. Louis, Secretary, 02/24/2004
for Valhi, Inc.

A. Andrew R. Louis, Secretary, 02/24/2004
for Valhi Group, Inc.

A. Andrew R. Louis, Secretary, 02/24/2004
for National City Lines, Inc.

A. Andrew R. Louis, Secretary, 02/24/2004
for NOA, Inc.

A. Andrew R. Louis, Secretary, 02/24/2004
for Dixie Holding Company

A. Andrew R. Louis, Secretary, 02/24/2004
for Dixie Rice Agricultural 02/24/2004
Corporation, Inc.

A. Andrew R. Louis, Secretary, 02/24/2004
for Southwest Louisiana Land 02/24/2004
Company, Inc.

A. Andrew R. Louis, Attorney- 02/24/2004
in-fact for Harold C. Simmons

** 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.

Tremont LLC ("Tremont"), The Combined Master Retirement Trust (the "CMRT"), Harold C. Simmons' spouse and Valhi, Inc. ("Valhi") are the holders of approximately 39.7%, 9.0%, 6.3% and 1.2% of the outstanding common stock of the issuer. The ownership of Mr. Simmons' spouse is based on the 1,600,000 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities of TIMET Capital Trust 1 (the "BUCS") that she directly owns, which are convertible into 214,240 shares of the issuer's common stock. The ownership of Valhi includes 1,968 shares of the issuer's common stock that Valhi has the right to acquire upon conversion of 14,700 BUCs that Valhi directly holds. The percentage ownership of the issuer's common stock held by Mr. Simmons' spouse and Valhi assumes the full conversion of only the BUCS owned by Mr. Simmons' spouse and Valhi, respectively.

Valhi is the direct holder of 100% of the outstanding membership interests of Tremont. Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), Contran Corporation ("Contran"), the Harold Simmons Foundation, Inc. (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, Inc. ("NOA") and Dixie Holding Company ("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 Louisiana Land Company, Inc. ("Southwest") are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA. Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") is the direct holder of 100% of the outstanding common stock of Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and approximately 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. As sole trustee of each of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by each of the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The CMRT directly holds approximately 9.0% of the outstanding shares of the issuer's 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.

The Foundation directly holds approximately 0.9% of the outstanding 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.

Valhi and Tremont are the direct holders of 62.5% and 21.2% of the outstanding common stock of NL Industries, Inc. ("NL"). 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 common stock of 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 report such shares are not deemed outstanding.

Mr. Harold C. Simmons is chairman of the board of 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 services 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 shares of the issuer's securities directly held by certain of such other entities. However, Mr. Simmons disclaims beneficial ownership of the shares of the issuer's securities beneficially owned, directly or indirectly, by any of such entities.

Harold C. Simmons' spouse is the direct owner of 1,600,000 shares of the BUCS (which are convertible in the aggregate into 214,240 shares of the issuer's common stock) and 69,475 shares of NL common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims all such beneficial ownership.

A trust, of which Harold C. Simmons and his spouse are trustees and the beneficiaries are the grandchildren of his spouse, is the direct holder of 4,760 shares of the issuer's common stock. Mr. Simmons, as co-trustee of this trust, has the power to vote and direct the disposition of the shares of the issuer's common stock the trust holds. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that this trust holds.