

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)

TIMET Capital Trust I  
Titanium Metals Corporation  
(Name of Subject Company)

Valhi, Inc.  
(Names of Filing Persons (Offeror))

6 5/8% Convertible Preferred Securities of TIMET Capital Trust I  
Convertible Preferred Securities Guarantee of Titanium Metals Corporation  
(Title of Class of Securities)

887381408 and 887381309  
(CUSIP Number of Class of Securities)

Steven L. Watson  
President and Chief Executive Officer  
Valhi, Inc.  
Three Lincoln Centre  
5430 LBJ Freeway, Suite 1700  
Dallas, Texas 75240  
(972) 233-1700

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:  
Don M. Glendenning  
Toni Weinstein  
Locke Liddell & Sapp LLP  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
(214) 740-8000

CALCULATION OF FILING FEE

Transaction Value *	Amount of Filing Fee**
\$10,000,000	\$2,000

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying the \$10.00 tender offer price by 1,000,000, the maximum amount of securities to be purchased in the offer.

\*\* Calculated as 1/50 of 1% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,000 Filing Party: Valhi, Inc.  
Form or Registration No.: Schedule TO Date Filed: May 5, 2003

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement

relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 is the final amendment to, and amends and supplements, the Tender Offer Statement on Schedule TO filed on May 5, 2003, as amended by Amendment No. 1 thereto filed on May 16, 2003 and Amendment No. 2 thereto filed on May 23, 2003 (as amended, the "Schedule TO") by Valhi, Inc., a Delaware corporation ("Purchaser"). The Schedule TO relates to the offer by Purchaser to purchase up to 1,000,000 6 5/8% Convertible Preferred Securities, Beneficial Unsecured Convertible Securities, liquidation preference \$50 per security (the "Securities"), which represent undivided beneficial ownership interests in the assets of TIMET Capital Trust I, a Delaware statutory business trust (the "Trust"), at a purchase price of \$10.00 per Security, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 5, 2003 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were attached to the Schedule TO as Exhibits (a)(1) and (a)(2) (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The Securities include the associated guarantee by Titanium Metals Corporation, a Delaware corporation ("TIMET"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to them in the Offer to Purchase or the Schedule TO.

Section 10 of the Schedule TO is hereby amended and supplemented by adding the following to the end thereof:

"The Offer expired at 12:00 midnight, New York City time, on Monday, June 2, 2003. Based on the information provided by the Depository to Purchaser, 14,700 Securities had been tendered and not withdrawn (including guaranteed deliveries). Purchaser has accepted such Securities for purchase and payment. Purchaser has issued a press release, a copy of which is attached hereto as Exhibit (a)(8) and is incorporated herein by reference."

Item 12. Material to Be Filed as Exhibits.

- (a)(1) Offer to Purchase dated May 5, 2003.\*
- (a)(2) Form of Letter of Transmittal.\*
- (a)(3) Form of Notice of Guaranteed Delivery.\*
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(5) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.\*
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a)(7) Press Release issued by Purchaser on May 5, 2003.\*
- (a)(8) Press Release issued by Purchaser on June 3, 2003.
- (b) None.
- (d)(1) Intercorporate Services Agreement between TIMET and NL Industries, Inc., effective as of January 1, 2002 (incorporated by reference to Exhibit 10.3 to NL Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2002).

- (d) (2) Intercorporate Services Agreement between TIMET and Tremont Corporation, effective as of January 1, 2002 (incorporated by reference to Exhibit 10.2 to TIMET's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002).
- (d) (3) Shareholders' Agreement, dated February 15, 1996, among TIMET, Tremont Corporation, IMI plc, IMI Kynoch Ltd., and IMI Americas, Inc. (incorporated by reference to Exhibit 2.2 to Tremont Corporation's Current Report on Form 8-K (File No. 1-10126) filed with the Securities and Exchange Commission on March 1, 1996).
- (d) (4) Amendment to the Shareholders' Agreement, dated March 29, 1996, among TIMET, Tremont Corporation, IMI plc, IMI Kynoch Ltd. and IMI Americas, Inc. (incorporated by reference to Exhibit 10.30 to Tremont Corporation's Annual Report on Form 10-K (File No. 1-10126) for the year ended December 31, 1995).
- (d) (5) Amended and Restated Declaration of Trust of TIMET Capital Trust I, dated as of November 20, 1996, among Titanium Metals Corporation, as Sponsor, JP Morgan Chase Bank (f/k/a The Chase Manhattan Bank), as Property Trustee, Chase Manhattan Bank (Delaware), as Delaware Trustee and Joseph S. Compofelice, Robert E. Musgraves and Mark A. Wallace, as Regular Trustees (incorporated by reference to Exhibit 4.2 to TIMET's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 1996.)
- (d) (6) Form of 6 5/8% Convertible Preferred Securities (incorporated by reference to Exhibit 4.4 to TIMET's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 1996).
- (d) (7) Convertible Preferred Securities Guarantee, dated as of November 20, 1996, between TIMET, as Guarantor, and JP Morgan Chase Bank (f/k/a The Chase Manhattan Bank), as Guarantee Trustee (incorporated by reference to Exhibit 4.7 to TIMET's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 1996).
- (d) (8) Indenture for the 6 5/8% Convertible Subordinated Debentures, dated as of November 20, 1996 among TIMET and JP Morgan Chase Bank (f/k/a The Chase Manhattan Bank), as Trustee (incorporated by reference to Exhibit 4.3 to TIMET's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 1996).
- (g) None.
- (h) None.

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\* Incorporated by reference to the Schedule TO filed by Purchaser on May 5, 2003.

After due 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.

Dated: June 3, 2003

VALHI, INC.

By: /s/ Steven L. Watson  
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 Steven L. Watson  
 President and Chief Executive Officer

EXHIBIT INDEX

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- (a) (8) Press Release issued by Purchaser on June 3, 2003.
- (b) None.
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- (g) None.
- (h) None.

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\* Incorporated by reference to the Schedule TO filed by Purchaser on May 5, 2003.



Exhibit (a) (8)

FOR IMMEDIATE RELEASE:  
Valhi, Inc.  
Three Lincoln Centre  
5430 LBJ Freeway, Suite 1700  
Dallas, Texas 75240-2697

CONTACT:  
Bobby D. O'Brien  
Vice President and Chief Financial Officer  
(972) 233-1700

VALHI, INC. ANNOUNCES PURCHASE OF 6 5/8% CONVERTIBLE PREFERRED SECURITIES,  
BENEFICIAL UNSECURED CONVERTIBLE SECURITIES, OF TIMET CAPITAL  
TRUST I IN TENDER OFFER

DALLAS, TEXAS. . . June 3, 2003 . . . Valhi, Inc. (NYSE: VHI) today announced the completion of its tender offer to purchase for cash up to 1,000,000 6 5/8% convertible preferred securities, beneficial unsecured convertible securities, of TIMET Capital Trust I, for a purchase price of \$10.00 per security. The securities include the associated guarantee by Titanium Metals Corporation (NYSE: TIE). The tender offer expired at 12:00 midnight, New York City time, on June 2, 2003.

Based on information provided by Computershare Trust Company of New York, the depositary for the offer, as of 12:00 midnight, New York City time, on June 2, 2003, Valhi purchased 14,700 securities that had been tendered.

This news release is not an offer to purchase, nor a solicitation of an offer to sell securities with respect to any securities. The tender offer may only be made pursuant to the Offer to Purchase and the accompanying Letter of Transmittal. Valhi has filed with the SEC a tender offer statement on Schedule TO (including an offer to purchase, letter of transmittal and related tender offer documents) and Titanium Metals Corporation has filed a solicitation/recommendation statement on Schedule 14D-9. These documents, as amended, contain important information and security holders are advised to carefully read these documents before making any decision with respect to the tender offer. These documents may be obtained at no charge from the information agent or at the website of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).