TITANIUM METALS CORP Form SC 13D/A October 03, 2001

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13D (Amendment No. 9)*

Under the Securities Exchange Act of 1934

TITANIUM METALS CORPORATION
(Name of Issuer)

Common Stock, \$0.01 par value per share
 (Title of Class of Securities)

888339 10 8 (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)

September 27, 2001
(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. 888339 10 8

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Tremont Corporation

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []
	(p) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)
	WC and AF
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 8 SHARED VOTING POWER
	BENEFICIALLY OWNED BY 12,280,005
	EACH REPORTING 9 SOLE DISPOSITIVE POWER
	PERSON WITH -0-
	10 SHARED DISPOSITIVE POWER
	12,280,005
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	12,280,005
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	38.5%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	СО

CUSIP No. 888339 10 8

1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)	I
	Tremont Group, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTION	IS)
	(a) []	
	(b) [X]	
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 8 SHARED VOTING POWER SENEFICIALLY	
	OWNED BY 12,280,005 EACH	
	REPORTING 9 SOLE DISPOSITIVE POWER PERSON	
	WITH -0-	
	10 SHARED DISPOSITIVE POWER	
	12,280,005	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,280,005	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	38.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	

CUSIP No	o. 888339 10 8	
1	NAMES OF REPORTING PE PERSONS (ENTITIES ONI	RSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH
	Tremont Hold	ings, LLC
2	CHECK THE APPROPRIATE	BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []	
	(b) [X]	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE	INSTRUCTIONS)
	Not applicab	le
5	CHECK IF DISCLOSURE C PURSUANT TO ITEMS 2(d	F LEGAL PROCEEDINGS IS REQUIRED OR 2(e) []
6	CITIZENSHIP OR PLACE	OF ORGANIZATION
	Delaware	
	7	SOLE VOTING POWER
	NUMBER OF	-0-
I	SHARES 8 BENEFICIALLY	SHARED VOTING POWER
	OWNED BY EACH	12,280,005
	REPORTING 9 PERSON	SOLE DISPOSITIVE POWER
	WITH	-0-
	10	SHARED DISPOSITIVE POWER
		12,280,005
11		FICIALLY OWNED BY EACH REPORTING PERSON
	12,280,005	
12	CHECK IF THE AGGREGAT CERTAIN SHARES (SEE I	E AMOUNT IN ROW (11) EXCLUDES NSTRUCTIONS) []
13	PERCENT OF CLASS REPR	ESENTED BY AMOUNT IN ROW (11)
	38.5%	
14	TYPE OF REPORTING PER	SON (SEE INSTRUCTIONS)

CUSIP No.	388339 10 8
1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)
	NL Industries, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []
	(b) [X]
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
	New Jersey
	7 SOLE VOTING POWER
NIII	-0- BER OF
S	HARES 8 SHARED VOTING POWER
OW	NED BY 12,280,005
REF	EACH DRTING 9 SOLE DISPOSITIVE POWER ERSON
r	VITH -0-
	10 SHARED DISPOSITIVE POWER
	12,280,005
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	12,280,005
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	38.5%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

СО

38.5%

CUSIP No. 8	888339 10 8		
1	NAMES OF REPORT PERSONS (ENTIT)		ONS AND I.R.S. IDENTIFICATION NOS. OF SUCH
	Valhi,	Inc.	
2	CHECK THE APPRO	OPRIATE BO	OX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []		
	(b) [X]		
3	SEC USE ONLY		
4	SOURCE OF FUNDS	S (SEE IN	STRUCTIONS)
	Not ag	oplicable	
5	CHECK IF DISCLO		LEGAL PROCEEDINGS IS REQUIRED DR 2(e) []
6	CITIZENSHIP OR	PLACE OF	ORGANIZATION
	Delawa	are	
		7	SOLE VOTING POWER
NIIME	BER OF		-0-
SH	HARES CICIALLY	8	SHARED VOTING POWER
NWO	IED BY		12,280,005
REPO	ORTING CRSON	9	SOLE DISPOSITIVE POWER
	VITH		-0-
		10	SHARED DISPOSITIVE POWER
			12,280,005
11	AGGREGATE AMOUN	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
	12,280	0,005	
12			AMOUNT IN ROW (11) EXCLUDES IRUCTIONS) []
13	PERCENT OF CLAS	SS REPRESI	ENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

СО

CUSIP No. 8	88339 10 8			
1	NAMES OF REPORTING PERSONS (ENTITIES		S AND I.R.S. IDENTIF	ICATION NOS. OF SUCH
	Valhi Gro	oup, Inc		
2	CHECK THE APPROPRI	IATE BOX	IF A MEMBER OF A GR	OUP (SEE INSTRUCTIONS)
	(a) []			
	(b) [X]			
3	SEC USE ONLY			
4	SOURCE OF FUNDS (S	SEE INST	RUCTIONS)	
	Not appli	icable		
5	CHECK IF DISCLOSUR PURSUANT TO ITEMS		GAL PROCEEDINGS IS R 2(e) []	EQUIRED
6	CITIZENSHIP OR PLA	ACE OF O	RGANIZATION	
	Nevada			
		7	SOLE VOTING POWER	
NIIMD				-0-
SH	-	8	SHARED VOTING POWER	
OWN	ICIALLY ED BY		12,28	0,005
REPO	ACH RTING	9	SOLE DISPOSITIVE POW	ER
	RSON ITH			-0-
		10	SHARED DISPOSITIVE P	OWER
			12,28	0,005
11	AGGREGATE AMOUNT E	BENEFICI	ALLY OWNED BY EACH R	EPORTING PERSON
	12,280,00	05		
12	CHECK IF THE AGGRE		DUNT IN ROW (11) EXC UCTIONS) []	LUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13	FERCENT OF CHASS REFRESENTED BY AMOUNT IN NOW (II)				
	38.5%				
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	CO				
CUSIP No. 8	88339 10 8				
1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)				
	National City Lines, Inc.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) []				
	(b) [X]				
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-				
	ER OF ARES 8 SHARED VOTING POWER				
	ICIALLY ED BY 12,280,005				
	ACH RTING 9 SOLE DISPOSITIVE POWER				
PE	RSON				
W	ITH -0-				
	10 SHARED DISPOSITIVE POWER				
	12,280,005				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	10 000 005				

12,280,005

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	38.5%			
14	TYPE OF REPORTI	NG PERSO	ON (SEE INSTRUCTIONS)	
	СО			
CHCID No	000220 10 0			
	888339 10 8			
1	NAMES OF REPORT PERSONS (ENTITI:		GONS AND I.R.S. IDENTIFICATION NOS. OF SUCH	
	NOA, I	nc.		
2	CHECK THE APPRO	PRIATE E	BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) []			
	(b) [X]			
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-	
	MBER OF SHARES	8	SHARED VOTING POWER	
	EFICIALLY WNED BY		12,280,005	
	EACH PORTING	9	SOLE DISPOSITIVE POWER	
	PERSON WITH		-0-	
		10	SHARED DISPOSITIVE POWER	
			12,280,005	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

12,280,005

12			AMOUNT IN ROW (11) EXCLUDES STRUCTIONS) []
13	PERCENT OF CLASS	REPRES	SENTED BY AMOUNT IN ROW (11)
	38.5%		
14	TYPE OF REPORTIN	IG PERSO	ON (SEE INSTRUCTIONS)
	CO		
CUSIP No.	888339 10 8		
1	NAMES OF REPORTI PERSONS (ENTITIE		SONS AND I.R.S. IDENTIFICATION NOS. OF SUCH
	Dixie H	olding	Company
2	CHECK THE APPROP	RIATE E	BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []		
	(b) [X]		
3	SEC USE ONLY		
4	SOURCE OF FUNDS	(SEE IN	NSTRUCTIONS)
	Not app	licable	
5	CHECK IF DISCLOS PURSUANT TO ITEM		LEGAL PROCEEDINGS IS REQUIRED OR 2(e) []
6	CITIZENSHIP OR F	LACE OF	F ORGANIZATION
	Delawar	re	
		7	SOLE VOTING POWER
NIIM	BER OF		-0-
S	HARES FICIALLY	8	SHARED VOTING POWER
OW	NED BY EACH		12,280,005
REP	ORTING ERSON	9	SOLE DISPOSITIVE POWER
	WITH		-0-
		10	SHARED DISPOSITIVE POWER

12,280,005

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	12,280,005
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	38.5%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	CO
CUSIP No. 8	000230 10 0
1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)
	Dixie Rice Agricultural Corporation, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) []
	(b) [X]
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-
	BER OF HARES 8 SHARED VOTING POWER
	TICIALLY MED BY 12,280,005
E	EACH
	ORTING 9 SOLE DISPOSITIVE POWER CRSON
V	-O-

	10 SHARED DISPOSITIVE POWER				
	12,280,005				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,280,005				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	38.5%				
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	CO				
CUSTP No	88339 10 8				
1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUC PERSONS (ENTITIES ONLY)	н			
	Southwest Louisiana Land Company, Inc.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIO	NS)			
	(a) []				
	(b) [X]				
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				
ATTT	-O-				
	ER OF ARES 8 SHARED VOTING POWER				
	ED BY 12,280,005				
	ACH				

F	REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH		-0-	
		10	SHARED DISPOSITIVE POWER	
			12,280,005	
11	AGGREGATI	E AMOUNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON	
		12,280,005		
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			NTED BY AMOUNT IN ROW (11)	
		38.5%		
14	TYPE OF I	REPORTING PERSON	(SEE INSTRUCTIONS)	
		CO		
CUSIP No.	. 888339 10 8	3		
1		REPORTING PERSO (ENTITIES ONLY)	ONS AND I.R.S. IDENTIFICATION NOS. OF SUCH	
		Contran Corpora	ation	
2	CHECK THI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) []		
	(b) [X	1		
3	SEC USE (ONLY		
4	SOURCE OF	F FUNDS (SEE INS	STRUCTIONS)	
		Not applicable		
5		DISCLOSURE OF I TO ITEMS 2(d) C	JEGAL PROCEEDINGS IS REQUIRED OR 2(e) []	
6	CITIZENSI	HIP OR PLACE OF	ORGANIZATION	
		Delaware		
		7	SOLE VOTING POWER	
			-0-	
NUMBER OF SHARES		8	SHARED VOTING POWER	

BENEFICIALLY OWNED BY		12,280,005							
	EACH REPORTING PERSON	9 SOLE DISPOSITIVE POWER							
	WITH	-0-							
		10 SHARED DISPOSITIVE POWER							
		12,280,005							
11	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	12	280,005							
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []							
13	PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	38	5%							
14	TYPE OF REP	PRTING PERSON (SEE INSTRUCTIONS)							
	CO								
CUSIP No	. 888339 10 8								
1		NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)							
	Th	Combined Master Retirement Trust							
2	CHECK THE A	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
	(a) []								
	(b) [X]								
3	SEC USE ONL								
4	SOURCE OF F	NDS (SEE INSTRUCTIONS)							
	No	applicable.							
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) OR 2(e) []							
6	CITIZENSHIP	OR PLACE OF ORGANIZATION							
	Те	as							

7 SOLE VOTING POWER

-0-NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 12,280,005 EACH 9 SOLE DISPOSITIVE POWER REPORTING PERSON WITH -0-10 SHARED DISPOSITIVE POWER 12,280,005 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 12,280,005 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 38.5% 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) EΡ CUSIP No. 888339 10 8 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY) Harold Simmons Foundation, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [] (b) [X] 3 SEC USE ONLY 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) Not applicable CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 5 PURSUANT TO ITEMS 2(d) OR 2(e) [] CITIZENSHIP OR PLACE OF ORGANIZATION 6

Texas

		7	SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY			-0-				
		8	SHARED VOTING POWER				
			12,280,005				
	EACH PORTING	9	SOLE DISPOSITIVE POWER				
Ι	PERSON WITH		-0-				
		10	SHARED DISPOSITIVE POWER				
			12,280,005				
11	AGGREGATE AMO	DUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON				
	12,2	280,005					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []						
13	PERCENT OF CI	LASS REPRES	SENTED BY AMOUNT IN ROW (11)				
	38.5	5%					
14	TYPE OF REPOR	RTING PERSO	ON (SEE INSTRUCTIONS)				
	CO						
CUSIP No.	888339 10 8						
1	NAMES OF REPO		SONS AND I.R.S. IDENTIFICATION NOS. OF SUCH				
	Haro	old C. Simr	nons				
2	CHECK THE API	PROPRIATE I	BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS				
	(a) []						
	(b) [X]						
3	SEC USE ONLY						
4	SOURCE OF FUN	NDS (SEE I	NSTRUCTIONS)				
	Not	applicable	9				
5			LEGAL PROCEEDINGS IS REQUIRED OR 2(e) []				

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER
	/	SOLE VOTING FOWER
NUMBER OF		-0-
NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY EACH		12,280,005
REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		-0-
	10	SHARED DISPOSITIVE POWER
		12,280,005
1 AGGREGATE AMOUNT	BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON
-0-		
CHECK BOX IF THE CERTAIN SHARES (THE AMOUNT IN ROW (11) EXCLUDES (RUCTIONS) [X]
PERCENT OF CLASS	REPRESE	ENTED BY AMOUNT IN ROW (11)
0.0%		
4 TYPE OF REPORTIN	G PERSON	(SEE INSTRUCTIONS)

ΤN

AMENDMENT NO. 9 TO SCHEDULE 13D

This amended statement on Schedule 13D (collectively, this "Statement") relates to the common stock, \$0.01 par value per share (the "Shares"), of Titanium Metals Corporation, a Delaware corporation (the "Company"). Items 4 and 7 of this Statement are hereby amended as set forth below.

Item 4. Purpose of Transaction

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1

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Item 4 is amended as follows:

On September 19, 2001, Valhi, Inc., a Delaware corporation ("Valhi"), sent a letter to Tremont, a Delaware corporation that is a majority owned subsidiary of Valhi and that owns 39% of the outstanding Shares ("Tremont"), and the Company proposing (the "Proposal") to sell each of Valhi's and Tremont's shares of common stock of NL Industries, Inc., a New Jersey corporation that is a majority owned subsidiary of Valhi, to the Company for Shares and Company debt securities on terms to be appropriately determined. A copy of the September 19, 2001 letter is attached hereto as Exhibit 2 and incorporated herein by reference. On September 21, 2001, Valhi issued a press release stating that Valhi would not approve any transaction that may be negotiated with an

independent committee of the Company's board of directors and its advisors without the affirmative vote of a majority of the Shares voting that are held by persons other than Valhi, Tremont and their affiliates. On September 27, 2001, Valhi sent a letter to Tremont and the Company withdrawing the Proposal. A copy of the September 27, 2001 letter is attached hereto as Exhibit 3 and incorporated herein by reference.

Depending upon their evaluation of the Company's business and prospects, and upon future developments (including, but not limited to, performance of the Shares in the market, availability of funds, alternative uses of funds, the Reporting Persons' tax planning objectives 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 the Shares may be in open market or privately negotiated transactions or otherwise.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended and restated in its entirety as follows:

Exhibit 1	Form of Loan and Pledge Agreement between Titanium Metals								
	Corporation and individual executives of Titanium Metals								
	Corporation under the Executive Stock Ownership Loan Program								
	of Titanium Metals Corporation (incorporated by reference to								
	Exhibit 10.18 to the Annual Report on Form 10-K for the year								
	ended December 31, 2000 of Titanium Metals Corporation).								

Exhibit 2	Letter dated September 19, 2001 from Valhi, Inc. to the	
	board of directors of Titanium Metals Corporation and	
	Tremont Corporation (incorporated by reference to Exhibit 2	
	to Amendment No. 8 to this Statement).	

Exhibit 3*	Letter	dated	Septem	ber	27,	2001	from	Val	hi,	Inc.	to	the
	board	of directors		of	Titanium Metals		ls	s Corporation		on	and	
	Tremont Corporation.											

* Filed herewith.

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: October 3, 2001

/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: October 3, 2001

/s/ J. Landis Martin
----J. Landis Martin
Signing in the

Signing in the capacity 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: October 3, 2001

/s/ Steven L. Watson

Steven L. Watson Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.

SCHEDULE A

HAROLD C. SIMMONS, in his individual capacity and as trustee for THE COMBINED MASTER RETIREMENT TRUST.

J. LANDIS MARTIN, as president and chief executive officer of TREMONT CORPORATION and NL INDUSTRIES, INC. and president of TREMONT HOLDINGS, LLC.

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 GROUP, INC.
VALHI GROUP, INC.
VALHI, INC.

EXHIBIT INDEX

- Exhibit 1 Form of Loan and Pledge Agreement between Titanium Metals Corporation and individual executives of Titanium Metals Corporation under the Executive Stock Ownership Loan Program of Titanium Metals Corporation (incorporated by reference to Exhibit 10.18 to the Annual Report on Form 10-K for the year ended December 31, 2000 of Titanium Metals Corporation).
- Exhibit 2 Letter dated September 19, 2001 from Valhi, Inc. to the board of directors of Titanium Metals Corporation and Tremont Corporation (incorporated by reference to Exhibit 2 to Amendment No. 8 to this Statement).
- Exhibit 3* Letter dated September 27, 2001 from Valhi, Inc. to the board of directors of Titanium Metals Corporation and Tremont Corporation.

^{*} Filed herewith.