# 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) [ ]
  - (b) [ X ]
- 3 SEC USE ONLY

4	SOURCE OF F	FUNDS (SEE INSTRUCTIONS)			
	WC	C and AF			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) OR 2(e) [ ]			
6	CITIZENSHIF	P OR PLACE OF ORGANIZATION			
	De	elaware			
		7 SOLE VOTING POWER			
		-0-			
	UMBER OF SHARES	8 SHARED VOTING POWER			
	NEFICIALLY OWNED BY	12,280,005			
R	EACH EPORTING	9 SOLE DISPOSITIVE POWER			
	PERSON WITH	-0-			
		10 SHARED DISPOSITIVE POWER			
		12,280,005			
11	AGGREGATE A	AMOUNT BENEFICIALLY 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	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	38	3.5%			
14	TYPE OF REF	PORTING PERSON (SEE INSTRUCTIONS)			
	CC				
CUSIP No.	888339 10 8				
1		EPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH			
	Tr	remont Group, Inc.			
2	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) [ ]				
	(b) [ X ]				
3	SEC USE ONI	LY.			

4	SOURCE OF FUN	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
	Not	applicable				
5		K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED UANT TO ITEMS 2(d) OR 2(e) [ ]				
6	CITIZENSHIP O	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Dela	ware				
		7 SOLE VOTING POWER				
	NUMBER OF	-0-				
	NUMBER OF SHARES	8 SHARED VOTING POWER				
	OWNED BY	12,280,005				
	EACH REPORTING PERSON	9 SOLE DISPOSITIVE POWER				
	WITH	-0-				
		10 SHARED DISPOSITIVE POWER				
		12,280,005				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,2	80,005				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]					
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	38.5	8				
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	CO					
CUSIP N	Jo. 888339 10 8					
1	NAMES OF REPO PERSONS (ENTI	ORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH TIES ONLY)				
	Trem	ont Holdings, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) [ ]					
	(b) [ X ]					
3	SEC USE ONLY					
4	SOURCE OF FUN	DS (SEE INSTRUCTIONS)				

Not applicable

5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEMS 2(d) OR 2(e) [ ]					
6	CITIZENSHI	CITIZENSHIP OR PLACE OF ORGANIZATION					
	De	elaware					
		7 SOLE VOTING POWER					
	NUMBER OF	-0-					
,	NUMBER OF SHARES BENEFICIALLY	8 SHARED VOTING POWER					
1	OWNED BY	12,280,005					
	EACH REPORTING PERSON	9 SOLE DISPOSITIVE POWER					
	WITH	-0-					
		10 SHARED DISPOSITIVE POWER					
		12,280,005					
11	AGGREGATE .	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1:	2,280,005					
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ARES (SEE INSTRUCTIONS) [ ]					
13	PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	3	8.5%					
14	TYPE OF RE	PORTING PERSON (SEE INSTRUCTIONS)					
	0	0					
CUSIP No	o. 888339 10 8						
1		EPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH					
	N	L Industries, Inc.					
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) [ ]						
	(b) [ X ]						
3	SEC USE ON	LY					
4	SOURCE OF	FUNDS (SEE INSTRUCTIONS)					
	N	ot applicable					
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEMS 2(d) OR 2(e) [ ]					

#### CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

7 SOLE VOTING POWER -0-NUMBER OF SHARES 8 SHARED VOTING POWER BENEFICIALLY OWNED BY 12,280,005 EACH REPORTING SOLE DISPOSITIVE POWER PERSON WITH SHARED DISPOSITIVE POWER 10 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)

CO

#### CUSIP No. 888339 10 8

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

Valhi, Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
  - (a) [ ]
  - (b) [ X ]
- 3 SEC USE ONLY
- SOURCE OF FUNDS (SEE INSTRUCTIONS) 4

Not applicable

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

Delaware

		7 SOLE VOTING POWER
NUMBER OF SHARES		-0-
		8 SHARED VOTING POWER
OWNE	ICIALLY ED BY	12,280,005
REPOR	ACH RTING	9 SOLE DISPOSITIVE POWER
	RSON LTH	-0-
		10 SHARED DISPOSITIVE POWER
		12,280,005
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	12,280,0	05
12		EGATE AMOUNT IN ROW (11) EXCLUDES EE INSTRUCTIONS) [ ]
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)
	38.5%	
14	TYPE OF REPORTING	PERSON (SEE INSTRUCTIONS)
	CO	
CUSIP No. 88	38339 10 8	
1	NAMES OF REPORTING PERSONS (ENTITIES	G PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH ONLY)
	Valhi Gro	oup, Inc.
2	CHECK THE APPROPR	LATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) [ ]	
	(b) [ X ]	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (	SEE INSTRUCTIONS)
	Not appl	icable
5		RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) OR 2(e) [ ]
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION

Nevada

		7	SOLE VOTING POWER
			-0-
NUMBE SHA BENEFI	RES	8	SHARED VOTING POWER
OWNE	D BY		12,280,005
EA REPOR PER	TING	9	SOLE DISPOSITIVE POWER
WI			-0-
		10	SHARED DISPOSITIVE POWER
			12,280,005
11 .	AGGREGATE AMOUN	NT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON
	12,280	0,005	
			AMOUNT IN ROW (11) EXCLUDES FRUCTIONS) [ ]
13	PERCENT OF CLAS	SS REPRESE	ENTED BY AMOUNT IN ROW (11)
	38.5%		

CUSIP No. 888339 10 8

14

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

National City Lines, Inc.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
  - (a) [ ]

СО

- (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

	BER OF HARES	8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING		12,280,005
		9 SOLE DISPOSITIVE POWER
PI	ERSON VITH	-0-
·		10 SHARED DISPOSITIVE POWER
		12,280,005
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	12,280,	
12	CHECK IF THE AGG	GREGATE AMOUNT IN ROW (11) EXCLUDES (SEE INSTRUCTIONS) [ ]
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)
	38.5%	
14	TYPE OF REPORTIN	IG PERSON (SEE INSTRUCTIONS)
	CO	
CUSIP No. 8	388339 10 8	
1	NAMES OF REPORTI PERSONS (ENTITIE	ING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH
	NOA, In	ic.
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) [ ]	
	(b) [ X ]	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	(SEE INSTRUCTIONS)
	Not app	plicable
5		SURE OF LEGAL PROCEEDINGS IS REQUIRED  1S 2(d) OR 2(e) [ ]
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION
	Texas	
		7 SOLE VOTING POWER
<b>3.7773.47</b>	DED OF	-0-
SI	BER OF HARES	8 SHARED VOTING POWER
BENEI	FICIALLY	

E REPC PE	NED BY CACH DRING CRSON	12,280,005  9 SOLE DISPOSITIVE POWER  -0-			
·	. +	10 SHARED DISPOSITIVE POWER			
		12,280,005			
11	AGGREGATE AMOUNT	F 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	S REPRESENTED BY AMOUNT IN ROW (11)			
	38.5%				
14	TYPE OF REPORTIN	NG PERSON (SEE INSTRUCTIONS)			
	СО				
CUSIP No. 8	388339 10 8				
1	NAMES OF REPORTI PERSONS (ENTITIE	ING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH ES ONLY)			
	Dixie H	Holding Company			
2	CHECK THE APPROP	PRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) [ ]				
	(b) [ X ]				
3	SEC USE ONLY				
4	SOURCE OF FUNDS	(SEE INSTRUCTIONS)			
	Not app	plicable			
5		SURE OF LEGAL PROCEEDINGS IS REQUIRED MS 2(d) OR 2(e) [ ]			
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION			
	Delawar	re			
		7 SOLE VOTING POWER			
MIIME	BER OF	-0-			
SH	HARES FICIALLY	8 SHARED VOTING POWER			
OWN	NED BY	12,280,005			
	DRTING	9 SOLE DISPOSITIVE POWER			

PERSON WITH -0-

#### SHARED DISPOSITIVE POWER 10

12,280,005

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,280,005

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

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

38.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 14

CO

#### CUSIP No. 888339 10 8

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
- SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not applicable

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

Louisiana

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-

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	888339 10 8				
1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)				
	Southwest Louisiana Land Company, Inc.				
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)				
	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				
OWN	TICIALLY MED BY 12,280,005				
REPO	CACH ORTING 9 SOLE DISPOSITIVE POWER				
	ERSON UITH -0-				
	10 SHARED DISPOSITIVE POWER				

12,280,005

11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,280,0	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.	888339 10 8					
1	NAMES OF REPORTIN PERSONS (ENTITIES	IG PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH				
	Contran	Corporation				
2	CHECK THE APPROPR	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) [ ]					
	(p) [ X ]					
3	SEC USE ONLY					
4	SOURCE OF FUNDS (	(SEE INSTRUCTIONS)				
	Not appl	icable				
5		URE OF LEGAL PROCEEDINGS IS REQUIRED 3 2(d) OR 2(e) [ ]				
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION				
	Delaware					
		7 SOLE VOTING POWER				
NIIM	BER OF	-0-				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		8 SHARED VOTING POWER				
		12,280,005				
		9 SOLE DISPOSITIVE POWER				
	WITH	-0-				
		10 SHARED DISPOSITIVE POWER				
		12,280,005				

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 REPORTING PERSON (SEE INSTRUCTIONS)					
	со					
CUSIP No. 8	888339 10 8					
1	NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)					
	The Combined Master Retirement Trust					
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					
	Texas					
	7 SOLE VOTING POWER					
NIIMI	-0-					
SI	BER OF HARES 8 SHARED VOTING POWER FICIALLY					
IWO	NED BY 12,280,005 EACH					
REPO	DRTING 9 SOLE DISPOSITIVE POWER ERSON					
	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

13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)
	38.59	
14	TYPE OF REPOR	TING PERSON (SEE INSTRUCTIONS)
	EP	
CUSIP N	o. 888339 10 8	
1	NAMES OF REPOR	RTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH
	Harol	ld Simmons Foundation, Inc.
2	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) [ ]	
	(b) [ X ]	
3	SEC USE ONLY	
4	SOURCE OF FUNI	DS (SEE INSTRUCTIONS)
	Not a	applicable
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e) [ ]
6	CITIZENSHIP OF	R PLACE OF ORGANIZATION
	Texas	
		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 AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	12,28	80,005
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES S (SEE INSTRUCTIONS) [ ]
1 2	DEDCEME OF CL	ACC DEDDECEMBED DV AMOUNT IN DOM (11)

CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

1 4	TYPE	OF	REPORTING	PERSON	(SEE	INSTRUCTIONS

СО

#### CUSIP No. 888339 10 8

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

Harold C. Simmons

- 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

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

USA

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY EACH

12,280,005

SOLE DISPOSITIVE POWER

REPORTING PERSON

9

WITH

-0-

10 SHARED DISPOSITIVE POWER

12,280,005

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%

#### 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

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 September 27, 2001 from Valhi, Inc. to the board of directors of Titanium Metals Corporation and

-----

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 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

 ${\tt HAROLD}$  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

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- Exhibit 3\* Letter dated September 27, 2001 from Valhi, Inc. to the board of directors of Titanium Metals Corporation and Tremont Corporation.

-----

Filed herewith.

[Valhi, Inc. Letterhead]

Steven L. Watson President (972) 450-4216

September 27, 2001

Board of Directors Titanium Metals Corporation 1999 Broadway Suite 4300 Denver, Colorado 80202 Board of Directors Tremont Corporation 1999 Broadway Suite 4300 Denver, Colorado 80202

Ladies and Gentlemen:

On September 19, 2001, Valhi, Inc. delivered a proposal to you whereby the shares of the common stock of NL Industries, Inc. held by Valhi and Tremont would be transferred to TIMET in exchange for TIMET debt and equity securities.

Valhi has concluded that assessing the business and financial prospects of NL and TIMET in the current economic environment would be difficult, thereby impairing the respective parties' ability to properly and adequately value the securities of both companies. Therefore, Valhi hereby withdraws its proposal to TIMET.

Sincerely,

Steven L. Watson, President