

Edgar Filing: NL INDUSTRIES INC - Form S-8 POS

NL INDUSTRIES INC
Form S-8 POS
October 20, 2006

As filed with the Securities and Exchange Commission on October 19, 2006
Registration No. 033-25913

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NL INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

| | |
|--|---|
| New Jersey (State or other jurisdiction of incorporation or organization) | 13-5267260 (I.R.S. Employer Identification No.) |
|--|---|

| | |
|--|--------------------------|
| Three Lincoln Centre 5430 LBJ Freeway, Suite 1700 Dallas, Texas (Address of principal executive offices) | 75240-2697 (Zip Code) |
|--|--------------------------|

NL INDUSTRIES, INC. RETIREMENT SAVINGS PLAN
(Full title of the plan)

A. Andrew R. Louis, Esq.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697
(972) 233-1700
(Name, address and telephone number
including area code of agent for service)

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DEREGISTRATION

Pursuant to Item 512(a)(3), this Post-Effective Amendment is filed in order
to deregister securities remaining unsold under Registration Statement No.

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33-25913 filed with the U.S. Securities and Exchange Commission.

On December 31, 2005 the NL Industries, Inc. Retirement Savings Plan, formerly known as the Savings Plan for Employees of NL Industries, Inc. that was adopted by the registrant's board of directors on February 14, 1989 effective January 1, 1989 and approved by the registrant's shareholders on May 2, 1989 (the "Plan"), merged into another retirement plan, with the other plan surviving the merger. The surviving plan no longer offered to participants the option to purchase or sell shares of the registrant's common stock, par value \$0.125 per share, of the registrant. Any shares of the registrant's common stock held by a participant of the plan were sold prior to December 31, 2005. Accordingly, the registrant hereby deregisters all participation interests of the Plan and any and all shares of the registrant's common stock registered pursuant to this registration statement remaining unsold at the effective time of the merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, Texas on October 19, 2006.

NL INDUSTRIES, INC.

By: /s/ Gregory M. Swalwell

Gregory M. Swalwell
Vice President, Finance and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature ----- | Title ----- | Date ----- |
|---|---|------------------|
| /s/ Harold C. Simmons ----- Harold C. Simmons | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | October 19, 2006 |
| /s/ Gregory M. Swalwell ----- Gregory M. Swalwell | Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | October 19, 2006 |

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/s/ Tim C. Hafer

Tim C. Hafer

Vice President and Controller
(Principal Accounting Officer)

October 19, 2006

/s/ Glenn R. Simmons

Glenn R. Simmons

Director

October 19, 2006

/s/ Cecil H. Moore, Jr.

Cecil H. Moore, Jr.

Director

October 19, 2006

/s/ Thomas P. Stafford

Thomas P. Stafford

Director

October 19, 2006

/s/ Steven L. Watson

Steven L. Watson

Director

October 19, 2006

/s/ Terry N. Worrell

Terry N. Worrell

Director

October 19, 2006

Pursuant to the requirements of the Securities Act of 1933, the NL Industries, Inc. Retirement Savings Plan has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, Texas on October 19, 2006.

NL Industries, Inc. Retirement Savings Plan

By: NL Industries, Inc., as sponsor of NL
Industries, Inc. Retirement Savings Plan

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By: /s/ Gregory M. Swalwell

Gregory M. Swalwell
Vice President, Finance and Chief
Financial Officer