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TITANIUM METALS CORP
Form 10-K/A
March 17, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
___ ACT OF 1934

For the fiscal year ended December 31, 2002

OR

___ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number 0-28538

Titanium Metals Corporation

(Exact name of registrant as specified in its charter)

Delaware

13-5630895

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

1999 Broadway, Suite 4300, Denver, Colorado 80202

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (303) 296-5600

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class ----- | Name of Each Exchange on Which Registered ----- |
|--|--|
| Common Stock (\$.01 par value per share) | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ___

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes ___ No X

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As of June 30, 2002, 3,186,634 shares of common stock were outstanding (adjusted for a one-for-ten reverse stock split which became effective after the close of trading on February 14, 2003). The aggregate market value of the 1,728,728 shares of voting stock held by nonaffiliates of Titanium Metals Corporation as of such date approximated \$60.5 million. No shares of non-voting stock were held by nonaffiliates. As of February 26, 2003, 3,180,194 shares of common stock were outstanding.

Documents incorporated by reference:

Certain of the information required by Part III is incorporated by reference from the Registrant's definitive proxy statement to be filed with the Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report.

Explanatory Note

This Annual Report on Form 10-K/A ("Amended Annual Report") is an amendment to the Titanium Metals Corporation (the "Company") Annual Report on Form 10-K ("Annual Report") for the year ended December 31, 2002. The sole purpose of the Amended Annual Report is to file a corrected version of Exhibit 3.1, due to the inadvertent omission of a portion of this exhibit. Except for this revision, no other changes have been made to the Company's Annual Report for the year ended December 31, 2002 filed with the Securities and Exchange Commission on February 28, 2003. This Amended Annual Report does not update any other disclosures to reflect developments since the original filing date.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TITANIUM METALS CORPORATION
(Registrant)

By: /s/ J. Landis Martin

J. Landis Martin, March 17, 2003
Chairman of the Board, President
and Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO

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SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, J. Landis Martin, Chairman of the Board, President and Chief Executive Officer of Titanium Metals Corporation, certify that:

1. I have reviewed this annual report on Form 10-K/A of Titanium Metals Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: March 17, 2003

/s/ J. Landis Martin

J. Landis Martin
Chairman of the Board, President
and Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ivan J. Muzljakovich, Vice President and Controller, North America Operations, Acting Corporate Controller and Acting Principal Financial Officer of Titanium Metals Corporation, certify that:

1. I have reviewed this annual report on Form 10-K/A of Titanium Metals Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: March 17, 2003

/s/ Ivan J. Muzljakovich

Ivan J. Muzljakovich
Vice President and Controller, North America Operations
Acting Corporate Controller
Acting Principal Financial Officer

