

SIMMONS HAROLD C
Form 4
December 04, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTRAN CORP

2. Issuer Name and Ticker or Trading Symbol
VALHI INC /DE/ [VHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FREEWAY, SUITE 1700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2007

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

DALLAS, TX 75240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| 6% Series A Preferred Stock, par value \$0.01 per share | 03/26/2007 | | J ⁽¹⁾ | 5,000 A | 5,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | | X | | |
| SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | X | X | Chairman of the Board | |

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation
12/04/2009
**Signature of Reporting Person Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons
12/04/2009
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The description of the transactions whereby Contran Corporation acquired 5,000 shares of the issuer's 6% series A preferred stock on March 26, 2007 that is in the issuer's Current Report on Form 8-K/A (Amendment No. 1) that the issuer filed with the U.S. Securities and Exchange Commission on March 30, 2007 is incorporated herein by reference. Such description is qualified in its entirety by the actual terms of the certificates and agreements that are filed as exhibits to this report, which exhibits are incorporated herein by reference from such Form 8-K/A or the issuer's Current Report on Form 8-K the issuer filed with the U.S. Securities and Exchange Commission on March 27, 2007.

Remarks:

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As of April 3, 2007, Harold C. Simmons and Annette C. Simmons owned 3,383 and 43,400 shares, respectively, of the common

Exhibit Index

4.1 - Amended and Restated Certificate of Designations, Rights and Preferences of the 6% Series A Preferred Stock of Valhi, Inc.

10.1 - Stock Purchase Agreement dated as of March 26, 2007 between Valhi, Inc. and Contran Corporation (incorporated herein by reference)

10.2 - Consent Agreement dated as of March 29, 2007 between Valhi, Inc. and Contran Corporation (incorporated herein by reference)

99.1* - Additional Information

*Filed herewith.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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