

SIMMONS HAROLD C
Form 4
September 28, 2011

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 *
SIMMONS HAROLD C

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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

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. Transaction 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 Indirect Ownership (Instr. 4) | | |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, \$0.01 par value per share | 09/28/2011 | | P ⁽¹⁾ | 1 | A | \$ 52.25 | 1,991,532 | I | by TFMC ⁽²⁾ |
| Common Stock, \$0.01 par value per share | 09/28/2011 | | P ⁽¹⁾ | 95 | A | \$ 52.98 | 1,991,627 | I | by TFMC ⁽²⁾ |
| Common Stock, | 09/28/2011 | | P ⁽¹⁾ | 4,905 | A | \$ 53 | 1,996,532 | I | by TFMC ⁽²⁾ |

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| | | | | | | | | | |
|------------------------------------------|------------|--|------------------|-------|---|----------|-------------|---|---------------------------|
| \$0.01 par value per share | | | | | | | | | |
| Common Stock, \$0.01 par value per share | 09/28/2011 | | P ⁽¹⁾ | 5,000 | A | \$ 53.45 | 2,001,532 | I | by TFMC ⁽²⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | 104,677,716 | I | by VHC ⁽³⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | 366,847 | I | by CDCT ⁽⁴⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | 380,216 | D | |
| Common Stock, \$0.01 par value per share | | | | | | | 219,796 | I | by Spouse ⁽⁵⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | 25,915 | I | by Contran ⁽⁶⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | 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 | 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 Beneficially Owned |
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|

| Security | Code | V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|------|---|------------------------------------------------------|-----|------------------|-----------------|-------|----------------------------|
| | | | (A) | (D) | | | | |

Reporting Owners

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

Signatures

| | |
|------------------------------------------------------------------------------|------------|
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons | 09/28/2011 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Contran Corporation | 09/28/2011 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Holding Company | 09/28/2011 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 09/28/2011 |
| __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) Purchase by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
- (2)

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Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.

(3) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.

(4) Directly held by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.

(5) Directly held by the reporting person's wife. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his wife holds. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

(6) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.

Remarks:

Exhibit Index

Additional Information

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.