

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

SIMMONS HAROLD C

CIK: **1037854** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **333-48391** | Film No.: **09546107**

Mailing Address	Business Address
<i>THREE LINCOLN CENTRE</i>	<i>9722331700</i>
<i>5430 LBJ FREEWAY STE 1700</i>	
<i>DALLAS TX 75240-2697</i>	

ISSUER

VALHI INC /DE/

CIK: **59255** | IRS No.: **870110150** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2810** Industrial inorganic chemicals

Mailing Address	Business Address
<i>THREE LINCOLN CENTER</i>	<i>5430 LBJ FRWY</i>
<i>5430 LBJ FREEWAY SUITE</i>	<i>STE 1700</i>
<i>1700</i>	<i>DALLAS TX 75240</i>
<i>DALLAS TX 75240</i>	<i>9722331700</i>

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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 Expires: 02/28/2011
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person SIMMONS HAROLD C			2. Issuer Name and Ticker or Trading Symbol VALHI INC /DE/ [VHI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
5430 LBJ FREEWAY, SUITE 1700			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) DALLAS, TX 75240								
(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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, \$0.01 par value per share	01/22/2009		P		700	A	\$13.65	109,480	D	
Common stock, \$0.01 par value per share	01/22/2009		P		1,000	A	\$13.9	110,480	D	
Common stock, \$0.01 par value per share	01/23/2009		P		500	A	\$13.8	110,980	D	
Common stock, \$0.01 par value per share	01/23/2009		P		100	A	\$13.9825	111,080	D	
Common stock, \$0.01 par value per share	01/23/2009		P		1,000	A	\$14.15	112,080	D	
Common stock, \$0.01 par value per share								105,140,163	I	by VHC ⁽¹⁾
Common stock, \$0.01 par value per share								1,252,943	I	by TFMC ⁽²⁾
Common stock, \$0.01 par value per share								200,900	I	by Spouse ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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												Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title					

Explanation of Responses:

1. Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
2. Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
3. Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.

Remarks:

Exhibit Index: [Exhibit 99 - Additional Information](#)

Signatures

[A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons](#)

[01/26/2009](#)

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.

