SIMMONS HAROLD C

Form 4

January 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

VALHI INC /DE/ [VHI]

Symbol

1(b).

(Print or Type Responses)

CONTRAN CORP

1. Name and Address of Reporting Person *

See Instruction

								(Che	ck all applicable	e)
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction					
			(Month/D	ay/Year)				Director	_X_ 109	
5430 LBJ FRWY, SUITE 1700			01/07/20	005				Officer (giv		er (specify
								below)	below)	
	(Street)		4. If Ame	ndment, Dat	te Original			6. Individual or J	oint/Group Fili	ng(Check
			Filed(Mon	th/Day/Year)	,			Applicable Line)	•	
				, , ,					One Reporting Pe	rson
DALLAS, T	Y 75240							_X_ Form filed by More than One Reporting		
DALLAS, I	A 13240							Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of	2. Transaction I	Date 2A	Deemed	3.	4 Securi	ties A	canired	5. Amount of	6. Ownership	7 Nature of
Security	(Month/Day/Ye		cution Date, if	Transactio				Securities	Form: Direct	Indirect
(Instr. 3)	(1.1011011, 2 u), 1 e	any	oution Dute, ii	Code	(D)	орозе		Beneficially	(D) or	Beneficial
()		•	nth/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
		((======================================	(- /	Following	(Instr. 4)	(Instr. 4)
								Reported	,	, , ,
						(A)		Transaction(s)		
				~		or	.	(Instr. 3 and 4)		
				Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , ,		
Common										
stock, \$0.01	01/07/2005			P	3,900	٨	\$	4,263,000	D	
par value	01/0//2003			Р	3,900	A	15.5	4,203,000	D	
per share										
per snare										
Common										
stock, \$0.01										by Valhi
								92,739,554	I	Group,
par value										Inc. $\frac{(1)}{}$
per share										
Common										by
										•
stock, \$0.01								10,891,009	I	National
par value								10,001,000	_	City Lines,
per share										Inc. $\frac{(2)}{(2)}$
-										

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Common

stock, \$0.01 by CDCT 439,400 I No. 2 (3) par value per share

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

SEC 1474 Persons who respond to the collection of information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 FRWY 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

01/11/2005 Date

**Signature of Reporting Person

2 Reporting Owners

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Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C.

**Signature of Reporting Person

Simmons 01/11/2005

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) Directly held by Valhi Group, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
- (2) Directly held by National City Lines, Inc. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
- (3) Directly held by the Contran Deferred Compensation Trust No. 2. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

Mr. Harold C. Simmons and his spouse directly hold 3,383 and 43,400 shares, respectively, of the common stock of the issuer Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns.

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Exhibit Index:

Exhibit 99 - 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.

Signatures 3