SIMMONS HAROLD C

Form 4

Common

stock,

12/02/2008

December 04, 2008

December 02	4, 2008												
FORM	14		TOTIO	ITTEC	A 7		OTT A	NODO	OMMISSION	OMB AP	PROVAL		
	STATES S		ATTES shington		OMB Number:	3235-0287							
Check the if no long subject to Section 1 Form 4 or Form 5 obligation may cont See Instru	STATEM 6. r Filed purs inue. Section 17(a	suant to Se	F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 194						e Act of 1934, 1935 or Section	Expires: Estimated a burden hour response			
1(b).	action	` '				1	•						
(Print or Type I	Responses)												
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				
(Last)	(First) (N		3. Date of Earliest Transaction						(Check all applicable)				
5430 LBJ F		(Month/Day/Year) 12/02/2008						_X DirectorX 10% OwnerX Officer (give title Other (specify below)					
DALLAS, T	(Street)			ndment, I th/Day/Ye		te Origina	l		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo	ne Reporting Per	rson		
(City)		(Zip)					~		Person				
								_	uired, Disposed of,				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	tio	4. Securit r(A) or Di (Instr. 3,	sposed 4 and (A) or	d of (D)	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)		
Common stock, \$0.01 par value per share	12/02/2008			P		800	A	\$ 11.37	95,383	D			
Common stock, \$0.01 par value per share	12/02/2008			Р		100	A	\$ 11.45	95,483	D			
~	101001000			_		• • • •		.	0= 600	_			

2,200 A \$11.5 97,683

D

P

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\$0.01 par value per share			
Common stock, \$0.01 par value per share	105,140,163	I	by VHC
Common stock, \$0.01 par value per share	1,252,943	I	by TFMC
Common stock, \$0.01 par value per share	200,900	I	by Spouse

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.

SEC 1474

(9-02)

Other

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	11110	of	ber	
				Codo V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer				

Reporting Owners 2

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SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 X X Chairman of the Board DALLAS, TX 75240

Signatures

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

12/04/2008

**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) 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

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.

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