SIMMONS HAROLD C

Form 4

Common

stock,

12/19/2008

December 2	2, 2008										
FORM	OMB APPROVAL										
	UNITEDSIAI			ND EX , D.C. 20		NGE (COMMISSION	OMB Number:	3235-0287		
Check th	ner		CHANGES IN BENEFICIAL OWNERSI SECURITIES					Expires:	January 31,		
subject to Section 1 Form 4 c	STATEMENT 16. or	\$						Estimated a burden hou response			
Form 5 obligations may continue. See Instruction 1(b). 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)										
SIMMONS HAROLD C Sym				Ticker or	Tradi	ng	5. Relationship of Reporting Person(s) to Issuer				
(Lost)	(First) (Middle)	VALHI II					(Checl	k all applicable	2)		
(Last) 5430 LBJ F	(First) (Middle) REEWAY, SUITE 170	3. Date of E (Month/Day) 12/19/200	y/Year)	ransaction			_X_ Director _X_ Officer (give below)	title Other below) nan of the Boar	er (specify		
DALLAS, 7	(Street) FX 75240	4. If Amend Filed (Month		_	ıl		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Pe	rson		
(City)	(State) (Zip)	Table 1	I - Non-D) Oerivative	Secui	rities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	tion Date, if () (h/Day/Year) (3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				-		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common stock, \$0.01 par value per share	12/19/2008		P	200	A	\$ 14.97	97,883	D			
Common stock, \$0.01 par value per share	12/19/2008		P	317	A	\$ 15.11	98,200	D			

P

4,483 A \$

15.17

102,683

D

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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		of		
				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

12/22/2008

**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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