

SIMMONS HAROLD C

Form 4

May 30, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

05/30/2012

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 Beneficial Ownership (Instr. 4)
Common stock, \$0.01 par value per share	05/30/2012		P	1	A \$ 13.97	1,389,291	D
Common stock, \$0.01 par value per share	05/30/2012		P	100	A \$ 13.99	1,389,291	D
Common stock,	05/30/2012		P	100	A \$ 13.996	1,389,391	D

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\$0.01 par  
value per  
share

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

300

A

\$ 14

1,389,691

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

100

A

\$ 14.096

1,389,791

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

100

A

\$  
14.0999

1,389,891

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

100

A

\$ 14.1

1,389,991

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

2,000

A

\$ 14.15

1,391,991

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

900

A

\$  
14.1999

1,392,891

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

2,672

A

\$ 14.2

1,395,563

D

Common  
stock,  
\$0.01 par  
value per  
share

05/30/2012

P

100

A

\$ 14.27

1,395,663

D

Common  
stock,  
\$0.01 par

05/30/2012

P

769

A

\$  
14.2799

1,396,432

D

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value per  
share

Common  
stock,

\$0.01 par value per share	05/30/2012	P	200	A	\$ 14.28	1,396,632	D
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Common  
stock,

\$0.01 par value per share	05/30/2012	P	200	A	\$ 14.29	1,396,832	D
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Common  
stock,

\$0.01 par value per share	05/30/2012	P	10,358	A	\$ 14.3	1,407,190	D
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Common  
stock,

\$0.01 par value per share						818,514	I	By spouse <u>(1)</u>
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Common  
stock,

\$0.01 par value per share						314,033,148	I	by VHC <u>(2)</u>
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Common  
stock,

\$0.01 par value per share						6,367,017	I	by TFMC <u>(3)</u>
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Common  
stock,

\$0.01 par value per share						1,100,541	I	by CDCT <u>(4)</u>
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Common  
stock,

\$0.01 par value per share						77,745	I	by Contran <u>(5)</u>
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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**

SEC 1474  
(9-02)

**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. 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	X	X	Chairman of the Board	

## Signatures

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

05/30/2012

\_\_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).
- 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.
  - 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.
  - 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.
  - 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 relationship to the reporting person.
  - Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

**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.

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