SIMMONS HAROLD C

Form 4 July 18, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

Estimated average

burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

Common

stock,

(Print or Type Responses)											
			2. Issuer Name and Ticker or Trading Symbol VALHINC/DE/[VHI]				5. Relationship of Reporting Person(s) to Issuer				
(First) (N	Middle)						(Check all applicable)				
((Month/Day/Year) 07/18/2012				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board			
								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 75240 —— Form filed by More than One Reporting Person								eporung			
(State)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							lly Owned			
2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			d of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
07/18/2012			P P	600	` '		1,436,515	D			
07/18/2012			P	1,400	A	\$ 11.5	1,437,915	D			
	Address of Reporting I HAROLD C (First) (A FREEWAY, SUIT (Street) FIX 75240 (State) 2. Transaction Date (Month/Day/Year) 07/18/2012	Address of Reporting Person * HAROLD C (First) (Middle) FREEWAY, SUITE 1700 (Street) TX 75240 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month/	Address of Reporting Person 2. Issuer Symbol VALHI (First) (Middle) 3. Date of (Month/D) (REEWAY, SUITE 1700 07/18/20 (Street) 4. If Ame Filed(Month/D) (State) (Zip) Tablon 2. Transaction Date (Month/Day/Year) 2. Issuer Symbol VALHI 3. Date of (Month/D) (Month/D) 77/18/2012	Address of Reporting Person 2 HAROLD C Symbol VALHI INC /DE (First) (Middle) 3. Date of Earliest Tra (Month/Day/Year) FREEWAY, SUITE 1700 07/18/2012 (Street) 4. If Amendment, Dar Filed(Month/Day/Year) TX 75240 (State) (Zip) Table I - Non-D 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V 07/18/2012 P	Address of Reporting Person 2. Issuer Name and Ticker or Symbol VALHI INC /DE/ [VHI] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (REEWAY, SUITE 1700 07/18/2012 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative 2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if Transaction(A) or Diany Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount 07/18/2012 (Original Filed(Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount Date)	Address of Reporting Person 2 HAROLD C Symbol VALHI INC /DE/ [VHI] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) TX 75240 (State) (Zip) Table I - Non-Derivative Securities Address of Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securities Address of Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and Core Code V Amount (D) 07/18/2012 P 600 A	Address of Reporting Person 2 HAROLD C Symbol VALHI INC /DE/ [VHI] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (REEWAY, SUITE 1700 07/18/2012 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) TX 75240 (State) (Zip) Table I - Non-Derivative Securities Accurred (Month/Day/Year) Table I - Non-Derivative Securities Accurred (Month/Day/Year) Tansaction Date (A) or Disposed of Code (D) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D) Price	Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol VALHI INC /DE/ [VHI] (Che (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ————————————————————————————————————	Address of Reporting Person Symbol VALHI INC /DE/ [VHI] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Check all applicable — X_ Director		

818,514

By spouse

(1)

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\$0.01 par value per share			
Common stock, \$0.01 par value per share	314,033,148	I	by VHC (2)
Common stock, \$0.01 par value per share	6,367,017	I	by TFMC
Common stock, \$0.01 par value per share	1,100,541	I	by CDCT
Common stock, \$0.01 par value per share	77,745	I	by Contran (5)

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.

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 Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
				~					of	
				Code V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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 07/18/2012

**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).
- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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. 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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