VALHI INC /DE/ Form 4 May 26, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

par value per share

(Print or Type Responses)

1. Name and AdMCILROY	Symbol	2. Issuer Name and Ticker or Trading Symbol VALHI INC /DE/ [VHI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction			(Check all applicable)			
5 420 1 D 1 E		(Month/Day/Year)			_X_ Director	10%	6 Owner		
5430 LBJ FF	E 1700 05/26/2	05/26/2016				below)	er (specify		
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	Filed(Mo	Filed(Month/Day/Year)							
DALLAS, T	X 75240						Form filed by Person	More than One Ro	eporting
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date (Month/Day/Year)		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security (Instruction 2)	Execution Date, if	* * * *				Securities	Form: Direct	Indirect	
(Instr. 3) any (Month)		(Month/Day/Year)	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		·	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wolling Buy, Tear)	(111311.0)	(msu. 5,	i ana .	<i>J</i>)	Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)		
Common									
stock, \$0.01	05/26/2016		A(1)	2,000	A	<u>(1)</u>	38,500	D	

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)

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

Edgar Filing: VALHI INC /DE/ - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable Date	Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

MCILROY W HAYDEN 5430 LBJ FREEWAY, SUITE 1700 X DALLAS, TX 75240

Signatures

A. Andrew R. Louis, Attorney-in-fact, for W. Hayden 05/26/2016 McIlroy

> **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).

Dalatianshin

(1) Shares issued for no cash consideration to directors under the Valhi, Inc. 2012 Director Stock Plan.

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.

Reporting Owners 2