

SIMMONS HAROLD C
Form 4
August 29, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMONS HAROLD C

(Last) (First) (Middle)
**THREE LINCOLN CENTRE, 5430
LBJ FREEWAY STE 1700**

(Street)
DALLAS, TX 75240-2697

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VALHI INC /DE/ [VHI]

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2008

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)			
			Code	V	Amount	(D)	Price			
Common stock, \$0.01 par value per share	08/27/2008		J ⁽¹⁾		100	A	\$ 17.83	43,500	I	by Spouse ⁽²⁾
Common stock, \$0.01 par value per share	08/27/2008		J ⁽¹⁾		200	A	\$ 17.835	43,700	I	by Spouse ⁽²⁾
Common stock,	08/27/2008		J ⁽¹⁾		300	A	\$ 17.84	44,000	I	by Spouse ⁽²⁾

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\$0.01 par value per share									
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	400	A	\$ 17.88	44,400	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	100	A	\$ 17.94	44,500	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	500	A	\$ 17.95	45,000	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	300	A	\$ 17.96	45,300	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	1,000	A	\$ 17.97	46,300	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	900	A	\$ 17.99	47,200	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/27/2008	<u>J</u> (1)	7,100	A	\$ 18	54,300	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par value per share	08/28/2008	<u>J</u> (1)	500	A	\$ 18.14	54,800	I	by Spouse <u>(2)</u>	
Common stock, \$0.01 par	08/28/2008	<u>J</u> (1)	600	A	\$ 18.13	55,400	I	by Spouse <u>(2)</u>	

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value per share									
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	200	A	\$ 18.15	55,600	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	100	A	\$ 18.16	55,700	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	100	A	\$ 18.18	55,800	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	200	A	\$ 18.2	56,000	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	2,300	A	\$ 18.25	58,300	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	200	A	\$ 18.24	58,500	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	300	A	\$ 18.2775	58,800	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	500	A	\$ 18.275	59,300	I	by Spouse ⁽²⁾	
Common stock, \$0.01 par value per share	08/28/2008	J ⁽¹⁾	700	A	\$ 18.279	60,000	I	by Spouse ⁽²⁾	

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share									
Common stock, \$0.01 par value per share	08/28/2008	<u>J</u> ⁽¹⁾	1,600	A	\$ 18.29	61,600	I		by Spouse <u>(2)</u>
Common stock, \$0.01 par value per share	08/28/2008	<u>J</u> ⁽¹⁾	162	A	\$ 18.35	61,762	I		by Spouse <u>(2)</u>
Common stock, \$0.01 par value per share	08/28/2008	<u>J</u> ⁽¹⁾	300	A	\$ 18.59	62,062	I		by Spouse <u>(2)</u>
Common stock, \$0.01 par value per share	08/28/2008	<u>J</u> ⁽¹⁾	2,738	A	\$ 18.6	64,800	I		by Spouse <u>(2)</u>
Common stock, \$0.01 par value per share						3,383	D		
Common stock, \$0.01 par value per share						105,140,163	I		by <u>VHC</u> ⁽³⁾
Common stock, \$0.01 par value per share						1,252,943	I		by <u>TFMC</u> ⁽⁴⁾

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.

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(9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS HAROLD C THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 DALLAS, TX 75240-2697	X	X	Chairman of the Board	

Signatures

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

08/29/2008

**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) Open market purchase by the reporting person's spouse.
- (2) Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of these shares
- (3) 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.
- (4) 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.

Remarks:

Exhibit Index

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.