

VALHI INC /DE/
Form 4
January 28, 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 *
CONTRAN CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FRWY, SUITE 1700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2008

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

DALLAS, TX 75240

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 | 01/24/2008 | | J ⁽¹⁾ | 200 A | \$ 15.45 244,900 | I | by TFMC ⁽²⁾ |
| Common stock, \$0.01 par value per share | 01/24/2008 | | J ⁽¹⁾ | 1,800 A | \$ 15.48 246,700 | I | by TFMC ⁽²⁾ |
| Common stock, | 01/24/2008 | | J ⁽¹⁾ | 200 A | \$ 15.47 246,900 | I | by TFMC ⁽²⁾ |

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| | | | | | | | | | |
|--|------------|------------------------|--------|---|----------|-------------|---|--------------------|--|
| \$0.01 par value per share | | | | | | | | | |
| Common stock, \$0.01 par value per share | 01/24/2008 | <u>J⁽¹⁾</u> | 100 | A | \$ 15.46 | 247,000 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | 01/24/2008 | <u>J⁽¹⁾</u> | 40,000 | A | \$ 15.5 | 287,000 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | 01/25/2008 | <u>J⁽¹⁾</u> | 200 | A | \$ 15.45 | 287,200 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | 01/25/2008 | <u>J⁽¹⁾</u> | 100 | A | \$ 15.43 | 287,300 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | 01/25/2008 | <u>J⁽¹⁾</u> | 9,700 | A | \$ 15.5 | 297,000 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | 01/25/2008 | <u>J⁽¹⁾</u> | 10,000 | A | \$ 15.25 | 307,000 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | 01/25/2008 | <u>J⁽¹⁾</u> | 15,700 | A | \$ 15 | 322,700 | I | by TFMC <u>(2)</u> | |
| Common stock, \$0.01 par value per share | | | | | | 105,538,163 | I | by VHC <u>(3)</u> | |

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

SEC 1474
(9-02)

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 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240 | | X | | |
| VALHI HOLDING CO 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240 | | X | | |
| DIXIE RICE AGRICULTURE CORP INC 600 PASQUIERE ST GUEYDAN, LA 70542 | | X | | |
| 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, Secretary, for Contran Corporation | 01/28/2008 |
| __Signature of Reporting Person | Date |
| A. Andrew R. Louis, Secretary, for Valhi Holding Company | 01/28/2008 |
| __Signature of Reporting Person | Date |

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.

01/28/2008

__Signature of Reporting Person

Date

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

01/28/2008

__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 TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships.
- (2) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships.
- (3) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

Exhibit Index:

Exhibit 99 - Additional Information

Harold C. Simmons and Annette C. Simmons own 3,383 and 43,400 shares, respectively, of the common stock of the issuer. I Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

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.