

SIMMONS HAROLD C

Form 4

May 24, 2011

**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

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(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)

05/24/2011

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value per<br>share | 05/24/2011                              |                                                             | P(1)                                 | V 1,394 A                                                               | \$ 39.55 0                                                                                                         | I                                                                    | by Kronos<br>(2)                                                  |
| Common<br>Stock,<br>\$0.01 par<br>value per<br>share |                                         |                                                             |                                      |                                                                         | 104,813,316                                                                                                        | I                                                                    | by VHC<br>(3)                                                     |
| Common<br>Stock,                                     |                                         |                                                             |                                      |                                                                         | 1,442,428                                                                                                          | I                                                                    | by TFMC<br>(4)                                                    |

\$0.01 par  
value per  
share

Common  
Stock,  
\$0.01 par  
value per  
share

379,716 D

Common  
Stock,  
\$0.01 par  
value per  
share

366,847 I

by CDCT  
(5)

Common  
Stock,  
\$0.01 par  
value per  
share

219,796 I

by Spouse  
(6)

Common  
Stock,  
\$0.01 par  
value per  
share

25,915 I

by  
Contran (7)

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                       |       |
|-------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer               | Other |
| SIMMONS HAROLD C<br>5430 LBJ FREEWAY, SUITE 1700<br>DALLAS, TX 75240                | X             | X         | Chairman of the Board |       |
| CONTRAN CORP<br>5430 LBJ FREEWAY, SUITE 1700<br>DALLAS, TX 75240                    |               | X         |                       |       |
| VALHI HOLDING CO<br>5430 LBJ FREEWAY, SUITE 1700<br>DALLAS, TX 75240                |               | X         |                       |       |
| DIXIE RICE AGRICULTURE CORP INC<br>5430 LBJ FREEWAY, SUITE 1700<br>DALLAS, TX 75240 |               | X         |                       |       |

## Signatures

|                                                                              |            |
|------------------------------------------------------------------------------|------------|
| A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons                  | 05/24/2011 |
| __Signature of Reporting Person                                              | Date       |
| A. Andrew R. Louis, Secretary, for Contran Corporation                       | 05/24/2011 |
| __Signature of Reporting Person                                              | Date       |
| A. Andrew R. Louis, Secretary, for Valhi Holding Company                     | 05/24/2011 |
| __Signature of Reporting Person                                              | Date       |
| A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. | 05/24/2011 |
| __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) See the Description of this Transaction attached as Exhibit 99.1 to this statment.
- (2) Beneficially owned by Kronos Worldwide, Inc. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships to the persons joining in this filing.
- (3) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships to the persons joining in this filing.
- (4) Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships to the persons joining in this filing.
- (5) Directly held by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships to the persons joining in this filing.
- Directly held by the reporting person's wife. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that
- (6) his wife holds. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships to the persons joining in this filing.
- (7)

## Edgar Filing: SIMMONS HAROLD C - Form 4

Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships to the persons joining in this filing.

### Remarks:

Exhibit Index

Exhibit 99.1 Description of Transaction

Exhibit 99.2 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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