

VALHI INC /DE/

Form 4

July 29, 2013

**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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2005  
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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)

07/29/2013

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 (A)<br>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:<br>Direct (D)<br>or Indirect<br>(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 | 07/29/2013                              |                                                             | J <sup>(1)</sup>                     | 38,500                                                                  | A \$<br>14.7322<br>(2)                                                                                             | 875,411                                                                 | I<br>By<br>Contran<br>(3)                                         |
| Common<br>stock,<br>\$0.01 par<br>value per<br>share | 07/29/2013                              |                                                             | J <sup>(1)</sup>                     | 1,670                                                                   | A \$<br>15.3987                                                                                                    | 877,111                                                                 | I<br>By<br>Contran<br>(3)                                         |
| Common<br>stock,                                     | 07/29/2013                              |                                                             | J <sup>(1)</sup>                     | 2,530                                                                   | A \$<br>15.4358                                                                                                    | 879,641                                                                 | I<br>By<br>Contran                                                |

|                                          |            |                  |       |   |            |             |   |                           |
|------------------------------------------|------------|------------------|-------|---|------------|-------------|---|---------------------------|
| \$0.01 par value per share               |            |                  |       |   |            |             |   | (3)                       |
| Common stock, \$0.01 par value per share | 07/29/2013 | J <sup>(1)</sup> | 4,423 | A | \$ 15.4402 | 884,064     | I | By Contran <sup>(3)</sup> |
| Common stock, \$0.01 par value per share | 07/29/2013 | J <sup>(1)</sup> | 577   | A | \$ 15.446  | 884,641     | I | By Contran <sup>(3)</sup> |
| Common stock, \$0.01 par value per share |            |                  |       |   |            | 1,851,880   | D |                           |
| Common stock, \$0.01 par value per share |            |                  |       |   |            | 314,033,148 | I | by VHC <sup>(4)</sup>     |
| Common stock, \$0.01 par value per share |            |                  |       |   |            | 1,100,541   | I | by CDCT <sup>(5)</sup>    |
| Common stock, \$0.01 par value per share |            |                  |       |   |            | 818,514     | I | by Spouse <sup>(6)</sup>  |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 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 Beneficially Owned |
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|

Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)Follow  
Repor  
Trans  
(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         |                       |       |

## Signatures

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

07/29/2013

\*\*Signature of Reporting Person

Date

A. Andrew R. Louis, Assistant Secretary, for Contran Corporation

07/29/2013

\*\*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 Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship between the persons joining in this filing.

The price reported in Column 4 is a weighted average price. These acquisitions involved 15 purchases at prices ranging from \$14.30 to

- (2) \$15.2237 per share. The reporting persons undertake to provide to the issuer, any security holder of the issues or the U.S. Security and Exchange Commission, upon request, the full information regarding these purchases.

- (3) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship between the persons joining in this filing.

- (4) 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 persons joining in this filing.

- (5) Directly owned 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 persons joining in this filing.

- (6) Directly held by the reporting person's spouse. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.

**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.