

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

July 26, 2002
(Date of Report, date of earliest event reported)

VALHI, INC.
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-5467 (Commission File Number)	87-0110150 (IRS Employer Identification No.)
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5430 LBJ Freeway, Suite 1700, Dallas, TX (Address of principal executive offices)	75240-2697 (Zip Code)
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(972) 233-1700
(Registrant's telephone number, including area code)

(Former name or address, if changed since last report)

Item 5: Other Events

On July 26, 2002, the registrant sent a letter to the board of directors of Tremont Corporation, a Delaware corporation ("Tremont"), proposing (the "Proposal") a merger of the registrant and Tremont pursuant to which stockholders of Tremont, other than the registrant, would receive between 2 and 2.5 shares of the registrant's common stock, par value \$0.01 per share, for each outstanding share of Tremont common stock held. A copy of the letter is attached hereto as Exhibit 99.1 and incorporated herein by reference. On July 26, 2002, the registrant issued a press release announcing the Proposal. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

There is no assurance that any transaction will be consummated under the terms of the Proposal or otherwise.

Tremont Group, Inc., a Delaware corporation ("TGI"), Tremont Holdings, LLC, a Delaware limited liability company ("TRE Holdings"), and the registrant are the direct holders of approximately 80.0%, 0.1% and 0.1%, respectively, of the outstanding shares of Tremont common stock. The registrant and TRE Holdings are the direct holders of 80.0% and 20.0%, respectively of the outstanding

common stock of TGI. NL Industries, Inc., a New Jersey corporation ("NL"), is the sole member of TRE Holdings. The registrant and Tremont are the direct holders of approximately 61.7% and 20.9%, respectively, of the outstanding common stock of NL.

Item 7: Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibit

Item No. -----	Exhibit Index -----
99.1	Letter dated July 26, 2002 from Valhi, Inc. to the board of directors of Tremont Corporation
99.2	Press release dated July 26, 2002 issued by Valhi, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VALHI, INC.
(Registrant)

By: /s/ Bobby D. O'Brien

Bobby D. O'Brien
Vice President

Date: July 29, 2002

VALHI, INC.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240

July 26, 2002

Board of Directors
Tremont Corporation
1999 Broadway
Suite 4300
Denver, Colorado 80202

Gentlemen:

Valhi, Inc. ("Valhi") directly and indirectly owns 5,154,588 shares of the common stock of Tremont Corporation ("Tremont"), representing approximately 80% of the 6,424,858 shares of Tremont currently outstanding. Of such shares held directly and indirectly by Valhi, NL Industries, Inc. ("NL"), a majority-owned subsidiary of Valhi, indirectly owns 1,036,167 of the Tremont shares. Approximately 94% of the 115,118,917 outstanding shares of Valhi are held by Contran Corporation and related entities.

Valhi proposes for your consideration a merger of Valhi and Tremont, pursuant to which stockholders of Tremont (including NL) other than Valhi would receive between 2 shares and 2.5 shares of Valhi common stock for each Tremont share held.

While equity investments in Valhi and Tremont offer existing stockholders similar characteristics, with a significant portion of each company's assets represented by their respective direct and indirect interests in NL, Valhi believes that the combination of Valhi and Tremont would produce a number of benefits to Tremont stockholders including, among other things:

- * Based on the historical average daily trading volumes through July 25, 2002, Valhi's average daily trading volume was 10 times the volume for Tremont since January 1, 2002, and 15 times for the past three months. As a result, a combination will provide shareholders the opportunity to achieve improved marketability of their shares through the increased trading volume and increased public market float of the combined entity;
- * The opportunity to achieve diversification through an indirect interest in Valhi's component products, waste management and other businesses; and
- * The opportunity to achieve cost efficiencies through the combination of corporate administrative functions.

Your consideration and response to this proposal will be appreciated.

Sincerely,

/s/ Steven L. Watson
Steven L. Watson, President

[VALHI LOGO GOES HERE]

PRESS RELEASE

FOR IMMEDIATE RELEASE:

VALHI, INC.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697

CONTACT:

Bobby D. O'Brien
Vice President
(972) 233-1700

VALHI ANNOUNCES PROPOSAL TO MERGE WITH TREMONT

DALLAS, TEXAS . . . July 26, 2002 . . . Valhi, Inc. (NYSE: VHI) announced today that it has made a proposal to merge Valhi and Tremont Corporation (NYSE: TRE).

Valhi directly and indirectly owns 5,154,588 shares of the common stock of Tremont, representing approximately 80% of the 6,424,858 shares of Tremont currently outstanding. Of such shares held directly and indirectly by Valhi, NL Industries, Inc. (NYSE: NL), a majority-owned subsidiary of Valhi, indirectly owns 1,036,167 of the Tremont shares. Approximately 94% of the 115,118,917 outstanding shares of Valhi are held by Contran Corporation and related entities.

The proposal states that stockholders of Tremont common stock (including NL) other than Valhi would receive between 2 shares and 2.5 shares of Valhi common stock for each Tremont share held.

Valhi, Inc. is engaged in the titanium dioxide pigments, component products (ergonomic computer support systems, precision ball bearing slides and security products), titanium metals products, waste management industries and other businesses.

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