

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

January 29, 1996

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(Date of Report, date of earliest event reported)

VALHI, INC.

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(Exact name of Registrant as specified in its charter)  
Delaware                      1-5467                      87-0110150

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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
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5430 LBJ Freeway, Suite 1700, Dallas, TX		75240-2697
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(Address of principal executive offices)	(Zip Code)
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(214) 233-1700

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(Registrant's telephone number, including area code)

Not applicable

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

Item 5: Other Events

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On January 29, 1996, the Registrant issued the press release  
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attached hereto as Exhibit 99.1 which is incorporated herein by reference.

Item 7: Financial Statements, Pro Forma Financial Information  
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and Exhibits  
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(c) Exhibit  
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Item No.  
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Exhibit Index  
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99.1

Press release dated January 29, 1996  
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issued by the Registrant

SIGNATURES  
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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/ Steven L. Watson  
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Steven L. Watson  
Vice President & Secretary

Date: January 29, 1996  
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VALHI'S 1995 EARNINGS HIGHEST IN FIVE YEARS

DALLAS, TEXAS . . January 29, 1996 . . Valhi, Inc. (NYSE: VHI) reported 1995 net income of \$68.5 million, or \$.60 per share, up from net income of \$11.6 million, or \$.10 per share, in 1994. The Company's fourth quarter net income was \$25 million, or \$.22 per share, compared to \$4.7 million, or \$.04 per share, in 1994.

Operating income of \$258 million in 1995 was up 36% on a 14% increase in sales to approximately \$2 billion (% comparisons to 1994 pro forma results). Fourth quarter operating income increased 12% to \$62 million while sales increased 14% to \$485 million. The Company's improved sales and earnings were driven by higher titanium dioxide pigment ('TiO2') prices at NL Industries. Average TiO2 prices for the fourth quarter were 14% above last year but 1% below the third quarter of 1995. TiO2 sales volumes in 1995 were below the record levels of 1994 (down 7% in the fourth quarter and 3% for the full year) as demand softened in the second half of 1995.

Record refined sugar volumes, aided by expiration of government-imposed restrictive marketing allotments at the end of the third quarter, partially offset the higher production costs that resulted in part from adverse weather conditions earlier in the year. Average selling prices for medium density fiberboard ('MDF') generally peaked early in 1995 with increases in industry capacity and lower demand contributing to lower MDF selling prices and operating rates during the second half of the year.

Increased fast food promotions and costs associated with integrating certain acquired hardware products operations diluted other operating results. The Company's hazardous waste management business, 50%-owned Waste Control Specialists LLC, is constructing its hazardous and toxic waste handling facility in West Texas and expects to begin reporting revenues in 1997.

Net general expenses decreased principally due to lower environmental remediation costs. Income taxes for the fourth quarter of 1995 include net deferred tax benefits of \$13 million resulting from changes in the U.S.-Canada income tax treaty and NL's recognition of the future benefit of certain tax credits due to its return to profitability.

Valhi, Inc. is a major producer of TiO2, refined sugar, MDF and other products. The Company's 1995 results are subject to final audit.

\* \* \* \* \*

VALHI, INC. AND SUBSIDIARIES

SUMMARY OF CONTINUING OPERATIONS

Three months ended December 31, 1994 and 1995  
(In millions, except earnings per share)

1994

1995

	----- ACTUAL -----	PRO FORMA* -----	ACTUAL -----
NET SALES			
Chemicals	\$ -	\$223.8	\$234.2
Refined sugar	103.4	103.4	153.5
Building products	46.9	46.9	45.8
Other	50.1	50.1	51.7
	-----	-----	-----
	\$200.4	\$424.2	\$485.2
	=====	=====	=====
OPERATING INCOME			
Chemicals	\$ -	\$ 30.7	\$ 44.3
Refined sugar	6.6	6.6	8.1
Building products	8.9	8.9	2.1
Other	9.1	9.1	7.4
	-----	-----	-----
TOTAL OPERATING INCOME	24.6	55.3	61.9
Equity in Waste Control Specialists	-	-	(.5)
Equity in NL Industries prior to consolidation (*)	(1.6)	-	-
General corporate items, net	(1.7)	(16.4)	(4.7)
Interest expense	(9.3)	(30.1)	(30.2)
	-----	-----	-----
Income before income taxes	12.0	8.8	26.5
Income taxes	3.8	.2	1.2
Minority interest	-	.2	.3
	-----	-----	-----
INCOME FROM CONTINUING OPERATIONS	\$ 8.2	\$ 8.4	\$ 25.0
	=====	=====	=====
EARNINGS PER COMMON SHARE	\$ .07	\$ .07	\$ .22
	=====	=====	=====

[FN]

\* Pro forma 1994 results assume NL Industries (the Company's chemicals subsidiary) was consolidated during 1994.

SUMMARY OF CONTINUING OPERATIONS

Years ended December 31, 1994 and 1995  
(In millions, except earnings per share)

	1994		1995
	ACTUAL	PRO FORMA*	ACTUAL
	-----	-----	-----
NET SALES			
Chemicals	\$ -	\$ 888.0	\$1,023.9
Refined sugar	457.3	457.3	541.3
Building products	189.9	189.9	200.0
Other	185.5	185.5	195.6
	-----	-----	-----
	\$832.7	\$1,720.7	\$1,960.8
	=====	=====	=====
OPERATING INCOME			
Chemicals	\$ -	\$ 91.9	\$ 178.5
Refined sugar	31.6	31.6	26.8
Building products	36.4	36.4	25.2
Other	29.9	29.9	27.4
	-----	-----	-----
TOTAL OPERATING INCOME	97.9	189.8	257.9
Equity in Waste Control Specialists	-	-	(.5)
Equity in NL Industries prior to consolidation (*)	(25.1)	-	-
General corporate items, net	(8.4)	(49.3)	(21.0)
Interest expense	(35.3)	(119.2)	(126.2)
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Income before income taxes	29.1	21.3	110.2
Income taxes	9.4	9.8	41.1
Minority interest	-	.8	.6
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INCOME FROM CONTINUING OPERATIONS	\$ 19.7	\$ 10.7	\$ 68.5
	=====	=====	=====
EARNINGS PER COMMON SHARE	\$ .17	\$ .09	\$ .60
	=====	=====	=====

[FN]

\* Pro forma 1994 results assume NL Industries (the Company's chemicals subsidiary) was consolidated during 1994.

VALHI, INC. AND SUBSIDIARIES

SUMMARY OF OPERATIONS

(In millions, except earnings per share)

	THREE MONTHS ENDED DECEMBER 31,		YEARS ENDED DECEMBER 31,	
	1994*	1995	1994*	1995
Net sales	\$200.4 =====	\$485.2 =====	\$832.7 =====	\$1,960.8 =====
Operating income	\$ 24.6	\$ 61.9	\$ 97.9	\$ 257.9
General corporate items, net	(1.7)	(4.7)	(8.4)	(21.0)
Interest expense	(9.3)	(30.2)	(35.3)	(126.2)
Equity in Waste Control Specialists	-	(.5)	-	(.5)
Equity in NL Industries prior to consolidation (*)	(1.6)	-	(25.1)	-
Income before income taxes	12.0	26.5	29.1	110.2
Income taxes	3.8	1.2	9.4	41.1
Minority interest	-	.3	-	.6
Income from continuing operations	8.2	25.0	19.7	68.5
Discontinued operations	(3.5)	-	(8.1)	-
Net income	\$ 4.7 =====	\$ 25.0 =====	\$ 11.6 =====	\$ 68.5 =====
Income per common share:				
Continuing operations	\$ .07	\$ .22	\$ .17	\$ .60
Discontinued operations	(.03)	-	(.07)	-
Net income	\$ .04 =====	\$ .22 =====	\$ .10 =====	\$ .60 =====
Weighted average common shares outstanding	114.3 =====	114.5 =====	114.3 =====	114.4 =====

[FN]

\* NL Industries' chemicals operations, consolidated in 1995, were reported by the equity method in 1994.