

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

October 28, 1996

(Date of Report, date of earliest event reported)

VALHI, INC.

(Exact name of Registrant as specified in its charter)

Delaware 1-5467 87-0110150

State or other jurisdiction of incorporation (Commission File Number) (IRS Employer Identification No.)

5430 LBJ Freeway, Suite 1700, Dallas, TX 75240-2697

(Address of principal executive offices) (Zip Code)

(972) 233-1700

(Registrant's telephone number, including area code)

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

Item 5: Other Events

On October 28, 1996, the Registrant issued the press

release attached hereto as Exhibit 99.1 which is incorporated herein by reference.

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

(c) Exhibit

Item No. Exhibit Index 99.1 Press release dated October 28, 1996 issued by the Registrant

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/ Steven L. Watson

Steven L. Watson
Vice President & Secretary

COMPANY LOGO

VALHI DECLARES QUARTERLY DIVIDEND

DALLAS, TEXAS . . . October 28, 1996 . . . Valhi, Inc. (NYSE:VHI) announced today that its Board of Directors has declared a regular quarterly dividend of five cents (\$0.05) per share on its common stock, payable on December 31, 1996 to stockholders of record at the close of business on December 13, 1996.

Valhi, Inc. is a major producer of titanium dioxide pigments, refined sugar and other products.