

OMB APPROVAL	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>SIMMONS HAROLD C</u>  (Last) (First) (Middle) 5430 LBJ FREEWAY, SUITE 1700  (Street) DALLAS TX 75240  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> VALHI INC /DE/ [ VHI ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chairman of the Board
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 11/26/2008	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, \$0.01 par value per share	11/26/2008		P		100	A	\$13.32	75,183	D	
Common stock, \$0.01 par value per share	11/26/2008		P		100	A	\$13.33	75,283	D	
Common stock, \$0.01 par value per share	11/26/2008		P		200	A	\$13.35	75,483	D	
Common stock, \$0.01 par value per share	11/26/2008		P		300	A	\$13.4	75,783	D	
Common stock, \$0.01 par value per share	11/28/2008		P		200	A	\$12.69	75,983	D	
Common stock, \$0.01 par value per share	11/28/2008		P		100	A	\$12.7	76,083	D	
Common stock, \$0.01 par value per share	11/28/2008		P		100	A	\$12.72	76,183	D	
Common stock, \$0.01 par value per share	11/28/2008		P		200	A	\$12.77	76,383	D	
Common stock, \$0.01 par value per share	11/28/2008		P		400	A	\$12.98	76,783	D	
Common stock, \$0.01 par value per share	11/28/2008		P		1,000	A	\$13.42	77,783	D	
Common stock, \$0.01 par value per share	11/28/2008		P		5,000	A	\$13.85	82,783	D	
Common stock, \$0.01 par value per share	11/28/2008		P		5,000	A	\$13.25	87,783	D	
Common stock, \$0.01 par value per share	11/28/2008		P		5,000	A	\$13	92,783	D	
Common stock, \$0.01 par value per share	12/01/2008		P		1,800	A	\$12	94,583	D	
Common stock, \$0.01 par value per share								105,140,163	I	by VHC <sup>(1)</sup>
Common stock, \$0.01 par value per share								1,252,943	I	by TFMC <sup>(2)</sup>
Common stock, \$0.01 par value per share								200,900	I	by Spouse <sup>(3)</sup>

**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 Security	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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. 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 reporting person.
2. Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.
3. Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.

**Remarks:**

Exhibit Index: Exhibit 99 - Additional Information

A. Andrew R. Louis, Attorney-  
in-fact, for Harold C. Simmons 12/01/2008

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

Additional Information

Valhi Holding Company ("VHC"), TIMET Finance Management Company ("TFMC"), the Harold Simmons Foundation, Inc. (the "Foundation"), Harold C. Simmons' spouse, The Combined Master Retirement Trust (the "CMRT") and Harold C.

Titanium Metals Corporation ("TIMET") is the sole stockholder of TFMC. VHC, Harold C. Simmons' spouse, the CMRT, Harold C. Simmons, NL Industries, Inc. ("NL"), Valhi and the Foundation are the holders of 26.6%, 12.1%, 8.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee, o

The Foundation directly holds approximately 0.9% of the outstanding Valhi common stock and 0.2% of the outstanding TIMET common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C

The CMRT directly holds approximately 0.1% of the outstanding shares of Valhi common stock and 8.5% of the outstanding TIMET common stock. Contran sponsors the CMRT as a trust to permit the collective investment by maste

Mr. Harold C. Simmons is chairman of the board of Valhi, TIMET, VHC, Dixie Rice and Contran, and chairman of the board and chief executive officer of NL.

By virtue of the offices held, the stock ownership and his services as trustee, all as described above, (a) Mr. Simmons may be deemed to control certain of such entities and (b) Mr. Simmons and certain of such entities m

The reporting person understands that NL and a subsidiary of NL directly own 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock as of the date of this statement. As already stated, Valhi is the dir

Harold C. Simmons' spouse is the direct owner of 21,825,875 shares of TIMET common stock, 269,775 shares of NL common stock and 200,900 shares of Valhi common stock. Mr. Simmons may be deemed to share indirect beneficial

Mr. Harold C. Simmons is the direct owner of 7,295,239 shares of TIMET common stock, 880,600 shares of NL common stock and 94,583 shares of Valhi common stock.

A trust, of which Harold C. Simmons and his spouse are trustees and the beneficiaries are the grandchildren of his spouse, is the direct holder of 34,000 shares of Valhi common stock and 17,432 shares of TIMET common sto