

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

February 6, 1998
(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)	87-011015 (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 February 6, 1998, the registrant, Valhi, Inc., 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 February 6, 1998 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/ Steven L. Watson

Steven L. Watson
Vice President & Secretary

Date: February 6, 1998

PRESS RELEASE

FOR IMMEDIATE RELEASE:

CONTACT:

VALHI, INC.
THREE LINCOLN CENTRE
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TEXAS 75240-2697

STEVEN L. WATSON
VICE PRESIDENT
(972) 233-1700
(972) 239-0142 (FAX)

VALHI, INC. SETTLES STOCKHOLDER LAWSUITS

DALLAS, TEXAS . . . February 6, 1998 . . . Valhi, Inc. (NYSE: VHI) announced today that it has reached agreements in principal to settle previously reported stockholder derivative litigation pending in state courts involving Tremont Corporation (NYSE: TRE), and NL Industries, Inc. (NYSE: NL), respectively.

The litigation involving Tremont (Kahn v. Tremont Corporation, et al., pending in the Delaware Court of Chancery) arose out of the 1991 sale by Valhi of approximately 15% of NL's outstanding common stock to Tremont. Under the memorandum of understanding for the settlement, Valhi will transfer to Tremont 1.2 million NL shares held by Valhi, subject to adjustment depending on the sales price of NL shares at the time of closing, up to a maximum of 1.4 million shares and a minimum of 1 million shares.

The litigation involving NL (Seinfeld v. Simmons, et al., pending in the Chancery Division of the New Jersey Superior Court) arose out of the 1991 dutch auction tender offer by NL for its shares. Under the memorandum of understanding for the settlement, Valhi will transfer to NL 750,000 NL shares held by Valhi, subject to adjustment depending on the sales price of NL shares at the time of closing, up to a maximum of 825,000 shares and a minimum of 675,000 shares.

Valhi stated that it had reached the settlements in order to avoid the burden and expense of further litigation and that it continued to believe it had engaged in no wrongdoing associated with the transactions in question.

The settlements are subject to approval by the respective courts in which the cases are pending. If so approved, the closings under the settlements are expected to occur in the third quarter of 1998. Completion of the settlements will result in Valhi holding approximately 55% of NL's outstanding common stock, and Tremont holding approximately 20% of NL's outstanding common stock.

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