

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>SIMMONS HAROLD C</u>  (Last) (First) (Middle) 5430 LBJ FREEWAY, SUITE 1700  (Street) DALLAS TX 75240  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VALHI INC /DE/ [ VHI ]</u>	5. Relationship of Reporting Person(s) to Issuer (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
	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year) 07/27/2011		

**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	07/27/2011		p <sup>(1)</sup>		1,968	A	\$54	1,616,999	I	by TFMC <sup>(2)</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					

1. Name and Address of Reporting Person\*  
SIMMONS HAROLD C  
 (Last) (First) (Middle)  
 5430 LBJ FREEWAY, SUITE 1700  
 (Street)  
 DALLAS TX 75240  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CONTRAN CORP  
 (Last) (First) (Middle)  
 5430 LBJ FREEWAY, SUITE 1700  
 (Street)  
 DALLAS TX 75240  
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>VALHI HOLDING CO</u>		
(Last)	(First)	(Middle)
5430 LBJ FREEWAY, SUITE 1700		
(Street)		
DALLAS	TX	75240
(City)		
(State)		(Zip)

1. Name and Address of Reporting Person*		
<u>DIXIE RICE AGRICULTURE CORP INC</u>		
(Last)	(First)	(Middle)
5430 LBJ FREEWAY, SUITE 1700		
(Street)		
DALLAS	TX	75240
(City)		
(State)		(Zip)

**Explanation of Responses:**

1. Purchase by TIMET Finance Management Company.
2. Directly held by TIMET Finance Management Company.

**Remarks:**

Amendment filed to correct price of shares acquired.

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 07/28/2011

A. Andrew R. Louis, Secretary, for Contran Corporation 07/28/2011

A. Andrew R. Louis, Secretary, for Contran Corporation 07/28/2011

A. Andrew R. Louis, Secretary, for Contran Corporation 07/28/2011

\*\* 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.