

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SIMMONS GLENN R</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/18/2009		P		100	A	\$13.085	8,152	D	
Common stock, \$0.01 par value per share	02/18/2009		P		100	A	\$13.09	8,252	D	
Common stock, \$0.01 par value per share	02/18/2009		P		400	A	\$13.12	8,652	D	
Common stock, \$0.01 par value per share	02/18/2009		P		400	A	\$13.15	9,052	D	
Common stock, \$0.01 par value per share	02/18/2009		P		100	A	\$13.16	9,152	D	
Common stock, \$0.01 par value per share	02/18/2009		P		100	A	\$13.18	9,252	D	
Common stock, \$0.01 par value per share	02/18/2009		P		300	A	\$13.22	9,552	D	
Common stock, \$0.01 par value per share	02/18/2009		P		100	A	\$13.23	9,652	D	
Common stock, \$0.01 par value per share	02/18/2009		P		100	A	\$13.24	9,752	D	
Common stock, \$0.01 par value per share	02/20/2009		P		1,600	A	\$12.7	11,352	D	
Common stock, \$0.01 par value per share	02/20/2009		P		900	A	\$12.6899	12,252	D	
Common stock, \$0.01 par value per share	02/20/2009		P		700	A	\$12.65	12,952	D	
Common stock, \$0.01 par value per share	02/20/2009		P		100	A	\$12.6893	13,052	D	
Common stock, \$0.01 par value per share								2,600	I	by Spouse <sup>(1)</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	Title	Amount or Number of Shares				

**Explanation of Responses:**

1. 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:**

Sandra K. Myers, Attorney-in-fact, for Glenn R. Simmons     02/20/2009

\*\* 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.**