

<b>OMB APPROVAL</b>	
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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* <b>CONTRAN CORP</b>  (Last) (First) (Middle) <b>5430 LBJ FREEWAY, SUITE 1700</b>  (Street) <b>DALLAS TX 75240</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VALHI INC /DE/ [ VHI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/07/2009</b>	
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								11,000	D	
Common stock, \$0.01 par value per share	10/07/2009			J <sup>(1)</sup>	366,847	D	(1)	104,773,316	I	by VHC <sup>(2)</sup>
Common stock, \$0.01 par value per share	10/07/2009			J <sup>(1)</sup>	366,847	A	(1)	366,847	I	by CDCT <sup>(3)</sup>
Common stock, \$0.01 par value per share								1,269,943	I	by TFMC <sup>(4)</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* <b>CONTRAN CORP</b>  (Last) (First) (Middle) <b>5430 LBJ FREEWAY, SUITE 1700</b>  (Street) <b>DALLAS TX 75240</b>  (City) (State) (Zip)		
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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)		
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)		

**Explanation of Responses:**

1. See Exhibit 99.1 for a description of this transaction.
2. Directly owned by Valhi Holding Company. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship among the persons joining in this filing.
3. Directly owned by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship to the persons joining in this filing.
4. Directly owned by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationship to the persons joining in this filing.

**Remarks:**

Harold C. Simmons and his wife own 175,228 and 200,900 shares, respectively, of the common stock of the issuer. A trust of which Mr. Simmons and his wife are trustees and the beneficiaries of which are the grandchildren of his wife owns 34,000 shares of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his wife or this trust owns. See the Additional Information filed as Exhibit 99.2 to this statement for a description of the relationships Mr. Simmons and his wife have to the reporting person. Exhibit Index Exhibit 99.1 - Description of Transaction Exhibit 99.2 - Additional Information

A. Andrew R. Louis, Secretary, 10/09/2009  
for Contran Corporation  
A. Andrew R. Louis, Secretary, 10/09/2009  
for Valhi Holding Company  
A. Andrew R. Louis, Secretary, 10/09/2009  
for Dixie Rice Agricultural  
Corporation, Inc.  
A. Andrew R. Louis, Attorney- 10/09/2009  
in-fact, for Harold C. Simmons

\*\* 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.**

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Exhibit 99.1

Description of Transaction

Pursuant to a Stock Exchange Agreement effective October 7, 2009 between Valhi Holding Company ("VHC") and U.S. Bank National Association, as successor trustee to the Contran Amended and Restated Deferred Compensation Trust (

Exhibit 99.2

Additional Information

Valhi Holding Company ("VHC"), TIMET Finance Management Company ("TFMC"), the Harold Simmons Foundation, Inc. (the "Foundation"), the Contran Amended and Restated Deferred Compensation Trust (the "CDCT"), The Combined Ma

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 0.1% of the outstanding TIMET common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold

The CMRT directly holds approximately 0.1% of the outstanding shares of Valhi common stock and 8.6% of the outstanding TIMET common stock. Contran sponsors the CMRT as a trust to permit the collective investment by mast

The CDCT directly holds approximately 0.3% of the outstanding shares of Valhi's common stock. U.S. Bank National Association serves as the trustee of the CDCT. Contran established the CDCT as an irrevocable "rabbi trus

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 =

The reporting person understands that NL and a subsidiary of NL directly own 3,604,790 shares and 1,186,200 shares, respectively, of Valhi common stock as of the date of this statement. As already stated, Valhi is the di

Harold C. Simmons' spouse is the direct owner of 21,575,875 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 7,902,224 shares of TIMET common stock, 881,600 shares of NL common stock and 175,228 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 15,432 shares of TIMET common sto