

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>CONTRAN CORP</u> <hr/> (Last) (First) (Middle) 5430 LBJ FREEWAY, SUITE 1700 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VALHI INC /DE/ [VHI]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/23/2008</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	06/23/2008		J ⁽¹⁾		45,000	A	\$28.45	1,013,511	I	by TFMC ⁽²⁾
Common stock, \$0.01 par value per share								105,140,163	I	by VHC ⁽³⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>CONTRAN CORP</u> <hr/> (Last) (First) (Middle) 5430 LBJ FREEWAY, SUITE 1700 <hr/> (Street) DALLAS TX 75240 <hr/> (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)		
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. Open market purchase by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
2. Directly held by TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
3. Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship among the persons joining in this filing.

Remarks:

Exhibit Index: Exhibit 99 - Additional Information Harold C. Simmons and Annette C. Simmons own 3,383 and 43,400 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

A. Andrew R. Louis, Secretary 06/23/2008
for Contran Corporation

A. Andrew R. Louis, Secretary 06/23/2008
for Valhi Holding Company

A. Andrew R. Louis, Secretary 06/23/2008
for Dixie Rice Agricultural Corporation, Inc.

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons 06/23/2008

** 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"), the Harold Simmons Foundation, Inc. (the "Foundation"), TIMET Finance Management Company ("TFMC") and The Combined Master Retirement Trust (the "CMRT") are the direct holders of 92.5%, 0.9%, 0.9% and 0.1%, respectively, of the common stock of the issuer, Valhi, Inc. ("Valhi"). 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 26.9%, 11.7%, 8.5%, 4.0%, 0.8%, 0.5% and 0.2% of the outstanding common stock of TIMET. NL's percentage ownership of TIMET common stock includes 0.3% directly held by a subsidiary of NL. Valhi and TFMC are the direct holders of 83.1% and 0.5%, respectively, of the outstanding common stock of NL. Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") is the direct holder of 100% of the outstanding common stock of VHC. Contran is the holder of 100% of the outstanding common stock of Dixie Rice.

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, or is held by Mr. Simmons or persons or other entities related to Mr. Simmons. As sole trustee of each of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by each of the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

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. Simmons is the chairman of the board of the Foundation and may be deemed to control the Foundation.

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 master trusts that maintain the assets of certain employee benefit plans Contran and related companies adopt. Mr. Simmons is the sole trustee of the CMRT and a

member of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT.

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

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 may be deemed to possess indirect beneficial ownership of, and a pecuniary interest in, shares of common stock directly held by certain of such other entities. However, Mr. Simmons disclaims such beneficial ownership of, and such pecuniary interest in, such shares beneficially owned, directly or indirectly, by any of such entities, except to the extent of his vested beneficial interest, if any, in the shares the CMRT holds directly.

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 direct holder of approximately 83.1% of the outstanding common stock of NL. As a result of Valhi's direct and indirect ownership of NL and its subsidiary, the reporting person further understands that, pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL and its subsidiary own as treasury stock for voting purposes. For the purposes of this statement, such shares of Valhi common stock that NL and its subsidiary hold directly are not deemed outstanding.

Harold C. Simmons' spouse is the direct owner of 21,167,875 shares of TIMET common stock, 269,775 shares of NL common stock and 43,400 shares of Valhi common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims beneficial ownership of all securities that his spouse holds directly.

Mr. Harold C. Simmons is the direct owner of 7,175,239 shares of TIMET common stock, 880,600 shares of NL common stock and 3,383 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 36,500 shares of Valhi common stock and 17,432 shares of TIMET common stock. Mr. Simmons, as co-trustee of this trust, has the power to vote and direct the disposition of the shares of Valhi common stock the trust holds. Mr. Simmons disclaims beneficial ownership of any shares of Valhi common stock that this trust holds.