

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* CONTRAN CORP (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700 (Street) DALLAS TX 75240 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VALHI INC /DE/ [VHI]	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) 11/21/2006	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	11/21/2006	11/01/2006	J ⁽¹⁾		1,000,000	D	\$23.5	105,098,763	I	by Valhi Holding Co. ⁽²⁾

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

[VALHI HOLDING CO](#)

(Last) (First) (Middle)
5430 LBJ FREEWAY
SUITE 1700

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VALHI GROUP INC](#)

(Last) (First) (Middle)
5430 LBJ FREEWAY
SUITE 1700

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DIXIE HOLDING CO](#)

(Last) (First) (Middle)
5430 LBJ FREEWAY
SUITE 1700

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DIXIE RICE AGRICULTURE CORP INC](#)

(Last) (First) (Middle)
600 PASQUIERE ST

(Street)
GUEYDAN LA 70542

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NATIONAL CITY LINES INC](#)

(Last) (First) (Middle)
5430 LBJ FREEWAY
SUITE 1700

(Street)
DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
NOA INC		
(Last)	(First)	(Middle)
5430 LBJ FREEWAY SUITE 1700		
(Street)		
DALLAS	TX	75240
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
SOUTHWEST LOUISIANA LAND CO INC		
(Last)	(First)	(Middle)
402 CANAL ST		
(Street)		
HOUMA	LA	70360
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
SIMMONS HAROLD C		
(Last)	(First)	(Middle)
THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700		
(Street)		
DALLAS	TX	75240-2697
(City) (State) (Zip)		

Explanation of Responses:

1. On November 1, 2006, the issuer, Valhi, Inc. ("Valhi"), purchased (the "Stock Purchase"), one million shares of the common stock, par value \$0.01 per share (the "Common Stock"), from Valhi Holding Co., for \$23.50 per share.
2. Directly held by Valhi Holding Co. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

This amendment is filed to correct the amount of securities beneficially owned following the reported transaction.

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for Contran Corporation](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for Valhi Holding Company](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for Valhi Group, Inc.](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for Dixie Holding Company](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for Dixie Rice Agricultural Corporation, Inc.](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for National City Lines, Inc.](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for NOA, Inc.](#)

[A. Andrew R. Louis, Secretary,](#) 11/21/2006
[for Southwest Louisiana Land Company, Inc.](#)

[A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons](#) 11/21/2006

** 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.