

| 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 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) <u>07/28/2011</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 | 07/28/2011 | | p ⁽¹⁾ | | 151 | A | \$54 | 1,617,150 | I | by TFMC ⁽²⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | | 104,762,216 | I | by VHC ⁽³⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | | 366,847 | I | by CDCT ⁽⁴⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | | 380,216 | D | |
| Common Stock, \$0.01 par value per share | | | | | | | | 219,796 | I | by Spouse ⁽⁵⁾ |
| Common Stock, \$0.01 par value per share | | | | | | | | 25,915 | I | by Contran ⁽⁶⁾ |

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 | | | | | |
| | | | | | | | | | | | | | | |

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|---|--|--|
| 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) | | |
|---|--|--|

| | | |
|---|---------|----------|
| 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* | | |
| 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* | | |
| DIXIE RICE AGRICULTURE CORP INC | | |
| (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. 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.
4. Directly held by the Contran Amended and Restated Deferred Compensation Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.
5. Directly held by the reporting person's wife. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his wife holds. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons joining in this filing.
6. Directly held by Contran Corporation. 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

[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.