

VALHI INC /DE/

Form 4

March 08, 2007

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TUCKER WALTER J JR

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 1700

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

VALHI INC /DE/ [VHI]

3. Date of Earliest Transaction
 (Month/Day/Year)

03/06/2007

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
☐ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common stock, \$0.01 par value per share	03/06/2007		M	1,000 A	\$ 12.06 25,190	D	
Common stock, \$0.01 par value per share	03/06/2007		M	2,000 A	\$ 11.06 27,190	D	
Common stock,	03/06/2007		M	2,000 A	\$ 10.5 29,190	D	

\$0.01 par
value per
share

Common
stock,
\$0.01 par
value per
share

03/06/2007

M

2,000

A

\$
12.45

31,190

D

Common
stock,
\$0.01 par
value per
share

03/06/2007

M

2,000

A

\$
10.05

33,190

D

Common
stock,
\$0.01 par
value per
share

200,000

I

by Spouse ⁽¹⁾

Common
stock,
\$0.01 par
value per
share

19,035

I

by
Corporation
⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control
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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.06	03/06/2007		M		1,000		02/11/2000	02/11/2009	Common stock, \$0.01 par	1,000

								value per share	
Non-Qualified Stock Option (right to buy)	\$ 11.06	03/06/2007	M	2,000	02/18/2001	02/18/2010	Common stock, \$0.01 par value per share	2,0	
Non-Qualified Stock Option (right to buy)	\$ 10.5	03/06/2007	M	2,000	02/21/2002	02/21/2011	Common stock, \$0.01 par value per share	2,0	
Non-Qualified Stock Option (right to buy)	\$ 12.45	03/06/2007	M	2,000	02/25/2003	02/25/2012	Common stock, \$0.01 par value per share	2,0	
Non-Qualified Stock Option (right to buy)	\$ 10.05	03/06/2007	M	2,000	02/20/2004	02/20/2013	Common stock, \$0.01 par value per share	2,0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUCKER WALTER J JR 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		X		

Signatures

A. Andrew R. Louis, Attorney-in-fact, for J. Walter
Tucker, Jr.

03/07/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person disclaims beneficial ownership of these shares.

(2) Held by a corporation wholly owned by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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