

SIMMONS HAROLD C

Form 4

February 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMONS HAROLD C

(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)

02/12/2013

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)

Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
Common stock, \$0.01 par value per share	02/12/2013		J ⁽¹⁾	2,383 A \$ 16.7425	82,628	I	By Contran (2)
Common stock, \$0.01 par value per share	02/12/2013		J ⁽¹⁾	1,000 A \$ 16.7	83,628	I	By Contran (2)
Common stock,	02/12/2013		J ⁽¹⁾	1,200 A \$ 16.6867	84,828	I	By Contran

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\$0.01 par value per share								<u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	1,632	A	\$ 16.65	86,460	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	985	A	\$ 16.55	87,445	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	5,212	A	\$ 16.5	92,657	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	3,817	A	\$ 16.4499	96,474	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	617	A	\$ 16.4483	97,091	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	1,000	A	\$ 16.3999	98,091	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	1,183	A	\$ 16.3995	99,274	I	By Contran <u>(2)</u>
Common stock, \$0.01 par value per share	02/12/2013	<u>J(1)</u>	1,000	A	\$ 16.3799	100,274	I	By Contran <u>(2)</u>
Common stock, \$0.01 par	02/12/2013	<u>J(1)</u>	1,000	A	\$ 16.342	101,274	I	By Contran <u>(2)</u>

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value per
share

Common
stock,

\$0.01 par 02/12/2013

value per
share

J⁽¹⁾

1,000 A

\$
16.2242

102,274

I

By
Contran
(2)

Common
stock,

\$0.01 par

value per

share

1,840,880

D

Common
stock,

\$0.01 par

value per

share

314,033,148

I

by VHC
(3)

Common
stock,

\$0.01 par

value per

share

1,100,541

I

by CDCT
(4)

Common
stock,

\$0.01 par

value per

share

818,514

I

by
Spouse (5)

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
number.**

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	X	X	Chairman of the Board	
CONTRAN CORP 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240		X		

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons

02/12/2013

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Contran Corporation

02/12/2013

__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) Open market purchase by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship between the persons joining in this filing.
- (2) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship between 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 to the persons joining in this filing.
- (4) Directly owned 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 relationship to the persons joining in this filing.
- (5) Directly held by the reporting person's spouse. Mr. Simmons disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.