

VALHI INC /DE/
Form 5
April 08, 2015

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Simmons Annette 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | 08/29/2014 | Â | J ⁽¹⁾ | 1,097,476 A \$ ⁽¹⁾ | 5,912,992 | D ⁽²⁾ | Â |
| Common Stock, par value \$0.01 per share | Â | Â | Â | Â Â | 314,033,148 | I | By VHC ⁽³⁾ |
| | Â | Â | Â | Â Â | 87,900 | I | |

Common
Stock, par
value
\$0.01 per
share

By
Grandchildren's
Trust ⁽⁴⁾

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

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Simmons Annette C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240 | Â | Â X | Â | Â |

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Annette C. Simmons 04/08/2015

__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).

- On August 29, 2014, Annette C. Simmons, the independent executor of the estate of Harold C. Simmons and the sole beneficiary of Mr. Simmons's individual retirement account ("IRA") upon his death, transferred the 1,097,476 shares of the issuer's common stock held in his IRA to her IRA.
- (1) Consists of 3,223,598 shares directly held by the Annette C. Simmons Survivor's Trust: 1,915,990 shares directly held by Annette C. Simmons (which includes 1,097,476 shares transferred to her on August 29, 2014); and 773,404 shares directly held by estate of Harold C. Simmons.

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Simmons. See Exhibit 99.1 to this statement for a description of the relationships among these entities or persons and additional entities or persons who may be deemed to beneficially own these shares.

- (3) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationships of additional persons who may be deemed to beneficially own these shares.
- (4) Directly held by The Annette Simmons Grandchildren's Trust. See the Additional Information filed as Exhibit 99.1 to this statement for a description of the relationships of additional persons who may be deemed to beneficially own these shares.

Â

Remarks:

ExhibitÂ Index

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.