

VALHI INC /DE/
Form 4
January 17, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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]

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

01/14/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	01/14/2008		J ⁽¹⁾	7,800 A \$ 15	107,800	I	by TFMC (2)
Common stock, \$0.01 par value per share	01/16/2008		J ⁽¹⁾	100 A \$ 14.39	107,900	I	by TFMC (2)
Common stock,	01/16/2008		J ⁽¹⁾	300 A \$ 14.41	108,200	I	by TFMC (2)

\$0.01 par value per share									
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	100	A	\$ 14.42	108,300	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	300	A	\$ 14.43	108,600	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	500	A	\$ 14.45	109,100	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	200	A	\$ 14.47	109,300	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	800	A	\$ 14.48	110,100	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	2,800	A	\$ 14.5	112,900	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	100	A	\$ 14.74	113,000	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par value per share	01/16/2008	<u>J⁽¹⁾</u>	9,800	A	\$ 14.75	122,800	I	by TFMC <u>(2)</u>	
Common stock, \$0.01 par	01/16/2008	<u>J⁽¹⁾</u>	5,000	A	\$ 15	127,800	I	by TFMC <u>(2)</u>	

value per
share

Common
stock,
\$0.01 par
value per
share

01/16/2008

J(1)

5,000

A

\$ 14.9

132,800

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

500

A

\$
14.64

133,300

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

3,300

A

\$
14.65

136,600

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

400

A

\$
14.74

137,000

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

24,800

A

\$
14.75

161,800

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

100

A

\$
14.67

161,900

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

100

A

\$ 14.7

162,000

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

300

A

\$
14.71

162,300

I

by TFMC
(2)

Common
stock,
\$0.01 par
value per

01/17/2008

J(1)

300

A

\$
14.73

162,600

I

by TFMC
(2)

share

Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

100

A

\$
14.69

162,700

I

by TFMC
(2)Common
stock,
\$0.01 par
value per
share

01/17/2008

J(1)

100

A

\$ 14.6

162,800

I

by TFMC
(2)Common
stock,
\$0.01 par
value per
share

105,538,163 I

by VHC
(3)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
---	--	---	---	--------------------------------------	--	--	---	---	---

		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)		

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director	10% Owner	Officer	Other
----------	-----------	---------	-------

CONTRAN CORP
5430 LBJ FRWY

X

Reporting Owners

SUITE 1700
DALLAS, TX 75240

VALHI HOLDING CO
5430 LBJ FREEWAY
SUITE 1700
DALLAS, TX 75240

X

DIXIE RICE AGRICULTURE CORP INC
600 PASQUIERE ST
GUEYDAN, LA 70542

X

SIMMONS HAROLD C
THREE LINCOLN CENTRE
5430 LBJ FREEWAY STE 1700
DALLAS, TX 75240-2697

X

X

Chairman of the Board

Signatures

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

01/17/2008

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company

01/17/2008

__Signature of Reporting Person

Date

A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.

01/17/2008

__Signature of Reporting Person

Date

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

01/17/2008

__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 TIMET Finance Management Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among 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 among 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 relationships among the persons joining in this filing.

Remarks:

Exhibit Index:

Exhibit 99 - Additional Information

Harold C. Simmons and Annette C. Simmons directly own 3,383 and 43,400 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns. See the Additional Information filed as Exhibit 99 of this statement for a description of the relationships among the person 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.