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VALHI INC Form 4											
December 2											
FORM	14 UNITED S	STATES						NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations may continue. See Instruction 1(b).Statement of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940						e Act of 1934, 1935 or Sectior	Expires: January Estimated average burden hours per response				
(Print or Type	Responses)										
1. Name and A CONTRAN	Address of Reporting F V CORP	-	2. Issuer Symbol VALHI			Ticker or	Tradiı	ıg	5. Relationship of Issuer	Reporting Pers	son(s) to
(Last)	(First) (N								(Check	c all applicable)
5430 LBJ FRWY, SUITE 1700		,	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2004						Director Officer (give t below)	$\begin{array}{c} \underline{X} 10\% \\ \text{itle} \ \underline{M} 0 \text{the below} \end{array}$	
DALLAS, 7	(Street) TX 75240		4. If Ame Filed(Mon			te Original	l		6. Individual or Joi Applicable Line) Form filed by Or _X Form filed by M Person	ne Reporting Per	son
(City)	(State) ((Zip)	Tabl	e I - No	on-D	erivative	Secur	ities Aca	uired, Disposed of,	or Beneficial	lv Owned
1.Title of Security (Instr. 3)	e of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				cquired d of (D)	5. Amount of Securities 6. Ownership Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		
Common stock,				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
\$0.01 par value per share	12/16/2004			Р		100	А	\$ 15.43	4,096,600	D	
Common stock, \$0.01 par value per share	12/16/2004			Р		400	A	\$ 15.5	4,097,000	D	
Common stock.	12/16/2004			Р		4,900	А	\$ 15.46	4,101,900	D	

\$0.01 par value per share								
Common stock, \$0.01 par value per share	12/17/2004	Р	500	A	\$ 15.44	4,102,400	D	
Common stock, \$0.01 par value per share	12/17/2004	Р	5,100	А	\$ 15.5	4,107,500	D	
Common stock, \$0.01 par value per share	12/20/2004	Р	1,600	А	\$ 15.5	4,109,100	D	
Common stock, \$0.01 par value per share						92,739,554	I	by Valhi Group, Inc. (<u>1)</u>
Common stock, \$0.01 par value per share						10,891,009	I	by National City Lines, Inc. (2)
Common stock, \$0.01 par value per share						439,400	Ι	by CDCT No. 2 <u>(3)</u>

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	š	(Instr. 3 and 4)		Owne

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	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address			Relationships	elationships					
	Director	10% Owner	Officer	Other					
CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240		Х							
SIMMONS HAROLD C 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240	Х	Х	Chairman of the	Board					
Signatures									
A. Andrew R. Louis, Secretary, for Contran Corporation 12/20/2004									
<u>**</u> Signature of Repo		Date							

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

**Signature of Reporting Person

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) Directly held by Valhi Group, Inc. 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 National City Lines, Inc. 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 the Contran Deferred Compensation Trust No. 2. 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:

Mr. Harold C. Simmons and his spouse directly hold 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.

12/20/2004

Date

See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the persons

Reporting Owners

Follo Repo Trans (Instr

joining in this filing.

Exhibit Index: Exhibit 99 - Additional Information

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.