VALHI INC /DE/
Form 4
February 06, 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
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(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)
02/06/2008

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)
			Code	V	Amount	(A) or (D)	Price			
Common stock, $0.01 par value per share	02/06/2008		J (1)		100	A	$ 17.98	379,900	I	by TFMC (2)
Common stock, $0.01 par value per share	02/06/2008		J (1)		300	A	$ 18	380,200	I	by TFMC (2)
Common stock,	02/06/2008		J (1)		1,100	A	$ 18.13	381,300	I	by TFMC (2)

$0.01 par value per share									
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	100	A	$ 18.19	381,400	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	400	A	$ 18.2	381,800	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	1,500	A	$ 18.32	383,300	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	100	A	$ 18.33	383,400	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	600	A	$ 18.35	384,000	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	100	A	$ 18.38	384,100	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	400	A	$ 18.4	384,500	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	100	A	$ 18.45	384,600	I	by TFMC [(2)]
Common stock, $0.01 par	02/06/2008		J[(1)]	5,200	A	$ 18.5	389,800	I	by TFMC [(2)]

value per share								
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	100	A	$ 17.71	389,900	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	200	A	$ 17.74	390,100	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	500	A	$ 17.83	390,600	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	100	A	$ 17.88	390,700	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	100	A	$ 17.89	390,800	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	500	A	$ 17.9	391,300	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	300	A	$ 17.92	391,600	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008	J[(1)]	300	A	$ 17.94	391,900	I	by TFMC [(2)]
Common stock, $0.01 par value per	02/06/2008	J[(1)]	400	A	$ 17.98	392,300	I	by TFMC [(2)]

share									
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	300	A	$ 17.83	392,600	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	2,200	A	$ 18	394,800	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	2,600	A	$ 18.4513	397,400	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	100	A	$ 18.46	397,500	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	21,500	A	$ 18.5	419,000	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	200	A	$ 18.47	419,200	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	100	A	$ 18.48	419,300	I	by TFMC [(2)]
Common stock, $0.01 par value per share	02/06/2008		J[(1)]	500	A	$ 18.49	419,800	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.

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTRAN CORP 5430 LBJ FRWY SUITE 1700 DALLAS, TX 75240		X		
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	02/06/2008
**Signature of Reporting Person	Date

A. Andrew R. Louis, Secretary, for Valhi Holding Company	02/06/2008
**Signature of Reporting Person	Date
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc.	02/06/2008
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons	02/06/2008
**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 relationship to 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 relationship to 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.

Remarks:
Exhibit Index:
Exhibit 99 - Additional Information

Harold C. Simmons and Annette C. Simmons own 3,383 and 43,400 shares, respectively, of the common stock of the issuer. N 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 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.
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