SIMMONS HAROLD C

Form 4

August 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMMONS HAROLD C			Symbol		d Ticker or Trading		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			VALH	I INC /D	E/ [VHI]					
(Last)	(First)	(Middle)	3. Date of	of Earliest 7	Transaction					
			(Month/I	Day/Year)			_X_ Director			
5430 LBJ FREEWAY, SUITE 1700			08/21/2	2012			_X_ Officer (give below)	below)	` 1	
							Chairn	nan of the Boar	rd	
	(Street)		4. If Am	endment, I	Date Original		6. Individual or Jo	int/Group Filir	ng(Check	
			Filed(Mo	nth/Day/Ye	ar)		Applicable Line)			
DALLAS,	ΓX 75240						_X_ Form filed by O Form filed by M Person	1 0		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities	s Acqu	uired, Disposed of	, or Beneficial	ly Owne	
1.Title of	2. Transaction Da	ite 2A. Deer	ned	3.	4. Securities Acquire	ed	5. Amount of	6.	7. Natu	
Security	(Month/Day/Year	r) Executio	n Date, if	Transacti	or(A) or Disposed of ((D)	Securities	Ownership	Indirec	

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or Do (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	08/21/2012		Code V	Amount 2,000	(D)	Price \$ 12.2	(Instr. 3 and 4) 1,520,175	D	
Common stock, \$0.01 par value per share	08/21/2012		P	2,000	A	\$ 12.4	1,522,175	D	
Common stock,	08/21/2012		P	100	A	\$ 12.46	1,522,275	D	

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\$0.01 par value per share								
Common stock, \$0.01 par value per share	08/21/2012	P	100	A	\$ 12.479	1,522,375	D	
Common stock, \$0.01 par value per share	08/21/2012	P	5,800	A	\$ 12.5	1,528,175	D	
Common stock, \$0.01 par value per share						818,514	I	By spouse (1)
Common stock, \$0.01 par value per share						314,033,148	I	by VHC
Common stock, \$0.01 par value per share						6,367,017	I	by TFMC
Common stock, \$0.01 par value per share						1,100,541	I	by CDCT
Common stock, \$0.01 par value per share						77,745	I	by Contran

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reposing 6 mer rumer radia cos	Director	10% Owner	Officer	Other			
SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	X	X	Chairman of the Board				

Signatures

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

08/21/2012

**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) Directly held by the reporting person's spouse. The reporting person disclaims beneficial ownership of any shares of the issuer's common stock that his spouse holds.
- (2) 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 reporting person.
- (3) 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 reporting person.
- (4) Directly held 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 reporting person.
- (5) Directly held by Contran Corporation. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship to the reporting person.

Remarks:

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.

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