VALHI INC /DE/ Form 4 May 30, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 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

SECURITIES

burden hours per response...

See Instruction

1(b).

Common stock, \$0.01

par value per share 05/29/2014

(Print or Type Responses)

1. Name and A O BRIEN B	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol VALHI INC /DE/ [VHI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	VALHI									
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction						
	`	(Month/Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)				
5430 LBJ FI	E 1700 05/29/20	05/29/2014								
							Executive VP and CFO			
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, T						Form filed by More than One Reporting Person				
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of		
		Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	Disposed	l of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					or	Transaction(s)				
			Code V	Amount	(D) Price	(Instr. 3 and 4)				

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

 $A^{(1)}$

1,500 A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

1,500

(1)

Edgar Filing: VALHI INC /DE/ - Form 4

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 Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(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)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

O BRIEN BOBBY D

5430 LBJ FREEWAY, SUITE 1700 X Executive VP and CFO

DALLAS, TX 75240

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Bobby D. 05/30/2014 O'Brien

> **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) Shares issued for no cash consideration to directors under the Valhi, Inc. 2012 Director Stock Plan.

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.

Reporting Owners 2