

SIMMONS HAROLD C
Form 4
December 04, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTRAN CORP

(Last) (First) (Middle)

5430 LBJ FREEWAY, 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)

03/26/2007

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
6% Series A Preferred Stock, par value \$0.01 per share	03/26/2007		J ⁽¹⁾		5,000	A	11 5,000
							D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Benef Own Follo Repor 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 FREEWAY, SUITE 1700 DALLAS, TX 75240		X		
SIMMONS HAROLD C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	X	X	Chairman of the Board	

Signatures

A. Andrew R. Louis, Secretary, for Contran Corporation
 12/04/2009
 **Signature of Reporting Person Date

A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons
 12/04/2009
 **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) The description of the transactions whereby Contran Corporation acquired 5,000 shares of the issuer's 6% series A preferred stock on March 26, 2007 that is in the issuer's Current Report on Form 8-K/A (Amendment No. 1) that the issuer filed with the U.S. Securities and Exchange Commission on March 30, 2007 is incorporated herein by reference. Such description is qualified in its entirety by the actual terms of the certificates and agreements that are filed as exhibits to this report, which exhibits are incorporated herein by reference from such Form 8-K/A or the issuer's Current Report on Form 8-K the issuer filed with the U.S. Securities and Exchange Commission on March 27, 2007.

Remarks:

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As of April 3, 2007, Harold C. Simmons and Annette C. Simmons owned 3,383 and 43,400 shares, respectively, of the common

Exhibit Index

4.1 - Amended and Restated Certificate of Designations, Rights and Preferences of the 6% Series A Preferred Stock of Valhi, Inc.

10.1 - Stock Purchase Agreement dated as of March 26, 2007 between Valhi, Inc. and Contran Corporation (incorporated herein by reference)

10.2 - Consent Agreement dated as of March 29, 2007 between Valhi, Inc. and Contran Corporation (incorporated herein by reference)

99.1* - Additional Information

*Filed herewith.

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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