### Edgar Filing: VALHI INC /DE/ - Form 4

Form 4												
FORM	ЛЛ										APPROVAL	
	VI – UNITED	STATES				ID EXCI D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
	this box			8	,					Expires:	January 31,	
if no lo subject Section Form 4 Form 5	to SIAIE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated burden ho response	ours per	
obligati may co	ions Section 17	(a) of the	Public U	Utility Ho	oldi		any A	Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type	e Responses)											
	Address of Reporting Simmons Family		Symbol			icker or Ti	ading		5. Relationship of Issuer	Reporting P	erson(s) to	
	(First)			II INC /E					(Check all applicable)			
	<sup>(First)</sup> INCOLN CENTE WAY, SUITE 17			of Earliest /Day/Year) 2014		isaction			Director Officer (give below)		0% Owner ther (specify	
	(Street)		4. If An	nendment,	Date	Original			6. Individual or Jo	oint/Group Fi	ling(Check	
DALLAS,	TX 75240		Filed(M	onth/Day/Y	ear)				Applicable Line) Form filed by C _X_ Form filed by N Person	One Reporting	Person	
(City)	(State)	(Zip)	Tal	ble I - Non	1-De	rivative Se	curiti	es Acq	ired, Disposed of	, or Benefici	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	oror	Securities A Disposed c Istr. 3, 4 an	of (D) d 5)	red (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							(A) or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock,par				Code V		Amount	(D)	Price	(Instr. 5 and 4)			
value \$0.01 per share	12/29/2014			J <u>(1)</u>	3,2	223,598	D	<u>(1)</u>	314,033,148	Ι	By VHC (2)	
Common Stock,par value \$0.01 per share	12/29/2014			J <u>(1)</u>	3,2	223,598	A	(1)	5,912,992	D ( <u>3)</u>		
Common Stock,par									87,900	Ι	By Grandchildren's	

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value \$0.01 per share			Trust (4)			
Common Stock,par value \$0.01 per share	1,212	D (5)				
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 Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3			Own
	Security				Acquired				,		Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					× /						
					,						
								A	Amount		
						Date	Expiration	0			
							•				
					(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	o Title N	or		(

Code V (A) (D)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Harold C. Simmons Family Trust No. 2 THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		Х			
Simmons Lisa K THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240		Х			
CONNELLY SERENA S THREE LINCOLN CENTER, 5430 LBJ FREEWAY		Х			

#### **Reporting Owners**

of

Shares

SUITE 1700 DALLAS, TX 75240		
Simmons Annette C 5430 LBJ FREEWAY, SUITE 170 DALLAS, TX 75240	00 X	
VALHI HOLDING CO 5430 LBJ FREEWAY, SUITE 170 DALLAS, TX 75240	00 X	
Signatures		
A. Andrew R. Louis, Attorney-in- Simmons Family Trust No. 1	fact, for Lisa K. Simmons, Co-Trustee of the Harold C.	12/31/2014
	**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in- Simmons Family Trust No. 1	fact, for Serena S. Connelly, Co-Trustee of the Harold C.	12/31/2014
	**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in- Simmons Family Trust No. 2	fact, for Lisa K. Simmons, Co-Trustee of the Harold C.	12/31/2014
	**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in- Simmons Family Trust No. 2	fact, for Serena S. Connelly, Co-Trustee of the Harold C.	12/31/2014
	**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-	fact, for Annette C. Simmons	12/31/2014
	**Signature of Reporting Person	Date
A. Andrew R. Louis, Vice Preside	nt of Valhi Holding Company	12/31/2014
	**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) See Exhibit 99.1 attached hereto for a description of the transaction.
- (2) Directly held by Valhi Holding Company ("VHC"). See Exhibit 99.2 to this statement for a description of the (i) the relationship of additional persons who may be deemed to beneficially own these shares and (ii) the shares in the transaction described in Exhibit 99.1.

Consist of 1,870,880 shares held directly by the estate of Harold C. Simmons of which Annette C. Simmons is the independent executor and the desinated legatee of these shares, 818,514 shares she holds directly and 3,223,598 shares held by the Annette C. Simmons Survivor's Trust under the 2005 Management Trust created by Harold C. Simmons and Annette C. Simmons, as settlors, as amended, of

- (3) Survivor's Trust under the 2005 Management Trust created by Haroid C. Simmons and Annote C. Simmons, as sectors, as anotace, of which Ms. Simmons is a co-trustee (the "Survivor's Trust"), which shares held by the Survivor's Trust were acquired by the Survivor's Trust in the transaction described in Exhibit 99.1. See Exhibit 99.2 to this statement for a description of the relationships among the persons joining in this filing,
- (4) Directly held by The Annette Simmons Grandchildren's Trust (the "Grandchildren's Trust"). See Exhibit 99.2 to this statement for a description of the relationship among the reprting owners.
- (5) Directly held by Serena Simmons Connelly.

**Remarks:** 

Exhibit Index

#### 99.1 Description of the Transaction

#### 99.2 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.