#### SIMMONS HAROLD C

Form 4

December 04, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

per share

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **CONTRAN CORP** Issuer Symbol VALHI INC /DE/ [VHI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_ Other (specify Officer (give title 5430 LBJ FREEWAY, SUITE 1700 03/26/2007 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting DALLAS, TX 75240 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed 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) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 6% Series A Preferred Stock, par 03/26/2007  $J^{(1)}$ 5,000 D Α (1) 5,000 value \$0.01

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

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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	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	TransactionNumber		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	Derivative		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	r Jumber		
					Exercisable Da		Date	te .			
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

## **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).

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:**

Reporting Owners 2

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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,
- 10.1 Stock Purchase Agreement dated as of March 26, 2007 between Valhi, Inc. and Contran Corporation (incorporated here
- 10.2 Consent Agreement dated as of March 29, 2007 between Valhi, Inc. and Contran Corporation (incorporated herein by real parts of the contrant of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein by real parts of the contrant Corporation) and Contrant Corporation (incorporated herein) and Contrant Corporation (incorporated herein contrant Corporated herein contrant Corporation) and Contrant Corporation (incorporated herein contrant Corporated herein contrant Corporat
- 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. 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.