VALHI INC /DE/ Form 4 May 26, 2011

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

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

par value per share

(Print or Type Responses)

| 1. Name and Ad BARRY TH | Symbol | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
|----------------------------|--|--|---------------------------------|----------------------|--------|--|--|------------------------|--------------|--|--|
| | | | | INC /DE/ [VHI] | | | | (Check all applicable) | | | |
| (Last) | (First) (M | Gliddle) 3. Date of | 3. Date of Earliest Transaction | | | | | | | | |
| 5430 LBJ FF | ` | (Month/Day/Year) 05/26/2011 | | | | X Director Officer (gives below) | | 6 Owner er (specify | | | |
| (Street) 4. I | | | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | Filed(Mo | ed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| DALLAS, T | | | | | | | | | | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1.Title of | le of 2. Transaction Date 2A. Deemed | | 3. | 3. 4. Securities | | | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Year) | if TransactionAcquired (A) or | | | | Securities | Indirect | | | | |
| (Instr. 3) any | | any | Code | 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) | | |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 3 and 4) | | | | |
| | | | Code V | Amount | (D) | Price | (msu. 3 and 4) | | | | |
| Common | | | | | | | | | | | |
| stock, \$0.01 | 05/26/2011 | | $A^{(1)}$ | 500 | Α | (1) | 15,500 | D | | | |

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 (9-02)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)

Edgar Filing: VALHI INC /DE/ - Form 4

| 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 | Transaction | orNumber | Expiration Date | | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. : | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration Date | or | | | |
| | | | | | | Exercisable | | | | | |
| | | | | ~ | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARRY THOMAS E

5430 LBJ FREEWAY, SUITE 1700 X

DALLAS, TX 75240

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Thomas E.

Barry

05/26/2011

**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 nonemployee directors under the Valhi, Inc. 1997 Long-Term Incentive 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