

VALHI INC /DE/
Form 144
June 26, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL

OMB Number:3235-0101
Expires: 0D\ 31, 2017
Estimated average burden
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SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER

WORK LOCATION

| | | | | |
|---|-------------|--------------------|---------------------|--|
| 1 (a) NAME OF ISSUER (Please type or print) | Valhi, Inc. | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. | |
| | | 87-0110150 | 1-5467 | |

| | | | | |
|-------------------------|--------|------|-------|-----|
| 1 (d) ADDRESS OF ISSUER | STREET | CITY | STATE | ZIP |
| CODE | | | | |

5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240

(e) TELEPHONE NO. AREA CODE (972) NUMBER 233-1700

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD
RELATIONSHIP TO ISSUER

Harold Simmons Foundation,
Inc.

Affiliate

(c) ADDRESS

| STREET CODE | CITY | STATE | ZIP |
|---|------|-------|-------|
| 5430 LBJ Freeway, Suite 1700, Dallas, Texas | | | 75019 |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a) Title of the Name and Address of Each Class of Broker Through Whom the Securities are to be Offered To Be Sold or Each Market Maker who is Acquiring the Securities | (b) SEC USE ONLY Broker-Dealer File Number | (c) Number of Aggregate Shares or Other Units To Be Sold (See instr. 3(c)) | (d) Market Value (See instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) Approximate Date of Sale (See instr. 3(f) (MO. DAY YR.)) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
|--|---|---|--|--|---|--|
| Common Stock JonesTrading Institutional Services LLC 32133 Lindero Canyon Road, Suite 208 Westlake Village, California 91361 | | 900,000 | \$4,491,000 | 339,132,449 | June 26, 2014 | NYSE |

INSTRUCTIONS:

- | | | |
|--|--|--|
| <p>1. (a) Name of issuer through whom the securities are intended to be sold</p> <p>(b) Issuer's I.R.S. Identification Number debt securities, give the aggregate face amount)</p> <p>(c) Issuer's S.E.C. file number, if any</p> <p>(d) Issuer's address, including zip code outstanding, or if debt securities the face amount thereof outstanding, as shown</p> <p>(e) Issuer's telephone number, including area code published by the issuer</p> | <p>(f) Approximate date on which the securities are to be sold</p> | <p>3. (a) Title of the class of securities to be sold (b) Name and address of each broker</p> <p>(c) Number of shares or other units to be sold (if</p> <p>(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice</p> <p>(e) Number of shares or other units of the class by the most recent report or statement</p> |
|--|--|--|
2. (a) Name of person for whose account the securities are to be sold (g) Name of each securities exchange, if any, on which the securities are intended to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

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 control
number. SEC 1147 (08-07)

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|---|-------------------------------|-----------------|-------------------|
| Common Stock | 06/25/2014 | Gift from Affiliate | Valhi Holding Company (acquired by Valhi Holding Company prior to 12/31/2006) | 900,000 | N/A | Gift |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| Harold Simmons Foundation | Common stock | 6/11/2014 | 25,900 | \$164,812 |
| Harold Simmons Foundation | Common stock | 6/12/2014 | 7,902 | \$44,928 |
| Harold Simmons Foundation | Common stock | 6/13/2014 | 74,122 | \$387,651 |
| Harold Simmons Foundation | Common stock | 6/16/2014 | 76,376 | \$391,465 |
| Harold Simmons Foundation | Common stock | 6/17/2014 | 65,858 | \$340,012 |
| Harold Simmons Foundation | Common stock | 6/18/2014 | 220,129 | \$1,121,887 |
| Harold Simmons Foundation | Common stock | 6/19/2014 | 89,552 | \$457,888 |
| Harold Simmons Foundation | Common stock | 6/20/2014 | 192,042 | \$974,306 |
| Harold Simmons Foundation | Common stock | 6/23/2014 | 172,254 | \$866,662 |
| Harold Simmons Foundation | Common stock | 6/24/2014 | 433,236 | \$2,169,863 |
| Harold Simmons Foundation | Common stock | 6/25/2014 | 1,124,529 | \$5,648,734 |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all and prospective operations of the Issuer of the securities to

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby

represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to

other persons included in that definition. In addition, be sold which has not been publicly disclosed. If such information shall be given as to sales by all persons whose person has adopted a written trading plan or given trading sales are required by paragraph (e) of Rule 144 to be instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the aggregated with sales for the account of the person filing this notice.

plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

June 26, 2014

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION,
IF RELYING ON RULE 10B5-1

Harold Simmons Foundation, Inc.

By: /s/ John A. St. Wrba
(SIGNATURE)

John A. St. Wrba, Vice President

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)