SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 September 18, 1996

(Date of Report, date of earliest event reported) VALHI, INC.

(Exact name of Registrant as specified in its charter)

Delaware	1-5467	87-0110150
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
5430 LBJ Freeway,	Suite 1700, Dallas,	TX 75240-2697

(Address of principal executive offices) (Zip Code) (972) 233-1700

(Registrant's telephone number, including area code) (214) 233-1700

(Former name or address, if changed since last report)

Item 5: Other Events

On September 18, 1996, the Registrant issued the press release attached hereto as Exhibit 99.1 which is incorporated herein by reference.

Item 7: Financial Statements, Pro Forma Financial Information -

and Exhibits

(c) Exhibit

Item No. Exhibit Index
99.1 Press release dated September 18, 1996

issued by the Registrant

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VALHI, INC.

(Registrant)

By: /s/ Steven L. Watson

Steven L. Watson Vice President & Secretary [LOGO]

PRESS RELEASE

FOR IMMEDIATE RELEASE:

CONTACT:

VALHI, INC. THREE LINCOLN CENTRE 5430 LBJ FREEWAY DALLAS, TEXAS 75240-2697 (972) 233-1700 JOSEPH S. COMPOFELICE EXECUTIVE VICE PRESIDENT (713) 423-3303

VALHI AGREES TO SELL MEDITE OPERATIONS

Dallas, Texas ... September 18, 1996 ... Valhi, Inc. (NYSE:VHI) announced that it has signed Letters of Intent involving the sale of its building products business operated by Medite Corporation, a wholly owned subsidiary of Valcor, Inc., which is a wholly owned subsidiary of Valhi.

The proposed sale will be accomplished in three separate transactions whereby the Company will sell: (1) approximately 170,000 acres of timber and timberlands to Rogue Resources, LLC, an Oregon based partnership of forest product operators; (2) the Medford Oregon based medium density fibreboard manufacturing facility along with a veneer and sawmill conversion facility to Sierra Pine, a California limited partnership; and (3) the Irish medium density fibreboard operations to Willamette Industries, Inc. (NASDAQ:WMTT). The transactions are subject to, among other things, completion of due diligence, execution of definitive agreements and certain regulatory approvals.

The total cash consideration will be approximately \$230 million, subject to certain adjustments, plus the assumption of \$20 million of foreign debt. The transactions are expected to close in the fourth quarter of 1996, at which time the Company expects to report a pretax gain on the dispositions in excess of \$100 million. Approximately \$53 million of the cash proceeds will be used to pay off Medite bank debt in the U.S.

Valhi, Inc. is a major producer of chemicals, refined sugar, building products and other products.