

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 19, 1997  
(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	(Commission	(IRS Employer
jurisdiction of	File Number)	Identification
incorporation)		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)

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

Item 5: Other Events

On September 19, 1997, 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 19, 1997 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

DATE: September 19, 1997

VALCOR, INC.

PRESS RELEASE

FOR IMMEDIATE RELEASE:

CONTACT:

VALCOR, INC.  
THREE LINCOLN CENTRE  
5430 LBJ FREEWAY, SUITE 1700  
DALLAS, TEXAS 75240  
(972) 233-1700

STEVEN L. WATSON  
VICE PRESIDENT  
VALCOR, INC.  
(972) 233-1700

VALCOR ANNOUNCES COMPLETION OF TENDER OFFER FOR NOTES

Dallas, Texas . . . September 19, 1997 . . . Valcor, Inc., a wholly owned subsidiary of Valhi, Inc. (NYSE:VHI), announced today the results of its offer to purchase any and all of its 9 5/8% Senior Notes due 2003 for a cash purchase price equal to \$1,057.50 per \$1,000 principal amount of the tendered notes plus accrued and unpaid interest to, but not including, the date of purchase. The offer expired at 5:00 p.m. (Dallas, Texas time) on September 18, 1997.

Based on the final report provided by the depository, holders had tendered and not withdrawn approximately \$66.2 million principal amount of the Notes, all of which Valcor has accepted for purchase. Following Valcor's purchase of the tendered Notes, approximately \$2.4 million principal amount of the Notes remain outstanding.

As previously announced and based on reports provided by the depository, as of 5:00 p.m. (Dallas, Texas time) on September 9, 1997, Valcor had received consents from the holders representing more than a majority in principal amount of the outstanding notes to approve the amendments to the indenture governing the notes as set forth in the Consent Solicitation Statement and Offer to Purchase dated August 6, 1997, as supplemented on September 4, 1997. The amendments became effective upon the expiration of the offer to purchase. The consent payments of \$10 per \$1,000 principal amount of the notes to which such consents related will be paid concurrently with the payment of the cash purchase price for the tendered notes.