FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subjec |
|------------------------------------|
| to Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b) |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Expires: December 31, 2014

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| UIST VVI | LLIAIVI J | | Name and Address of Reporting Person* LINDQUIST WILLIAM J | | | | | / [VHI] | | (CI | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
|--|--|---|---|--|--|--|---|---|--|---|---|--|--------------|--|--|--|---|--|--|
| | | LINDQUIST WILLIAM J | | | | | VALHI INC /DE/ [VHI] | | | | | | | | | 1 | 0% C | wner | |
| (Fir | st) (N | Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2015 | | | | | | | | | | er (give title w) | | | (specify | |
| 5430 LBJ FREEWAY | | | | | | | | | | | | | | | Executive VP | | | | |
| SUITE 1700 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) | | | | | | | | | | | | | | - / | ' | | | | |
| TX | TX 75240 | | | | | | | | | | | | | Form | Form filed by More than One Reporting Person | | | | |
| (Sta | ate) (Z | Z ip) | | | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| Date | | | | y/Year) | Execution Date, | | | | | | | 4 Securities Beneficially Owned | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | Code | v | Amount | | | Price | Repo Trans | rted action(s) | (, | | (| |
| Common stock, \$0.01 par value per share 05/28/2 | | | | 015 | | | A ⁽¹⁾ | | 1,500 | | Α | (1) | 3,000 | | D | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | |
| f 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | | | on Date, | Transaction Code (Instr. 8) | | of Deriv Secur Acqu (A) or Dispo of (D) (Instr and 5 | rative rities ired r osed) | Expiration Date (Month/Day/Year) | | e ar) | Amou or Numb of | | ount nber | 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficially Owned Following Reported | | (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | J FREEWA 700 TX (Sta Security (Inst Stock, \$0.0 | J FREEWAY 7000 TX 7 (State) (2 Table Security (Instr. 3) Stock, \$0.01 par value pers Ta 2. Conversion or Exercise Price of Derivative Month/Day/Year) | TX 75240 (State) (Zip) Table I - No Security (Instr. 3) stock, \$0.01 par value per share Table II - Conversion or Exercise Price of Derivative Table II - 3. Transaction Date (Month/Day/Year) (Month/Day/Year) | TX 75240 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transac Date (Month/Date (Month/Date (e.g., pt Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) | Table I - Non-Derivative Security (Instr. 3) Table II - Non-Derivative Security (Instr. 3) Stock, \$0.01 par value per share Table II - Derivative Security (e.g., puts, cal 2. Transaction Date (month/Day/Year) A. Deemed Execution Date, if any (month/Day/Year) Code (ir any (month/Day/Year)) | Table I - Non-Derivative Security (Instr. 3) Table II - Non-Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, von Execution Date (Month/Day/Year) Table III - Derivative Security (e.g., puts, calls, von Execution Date (Month/Day/Year) Table III - Derivative Security (e.g., puts, calls, von Execution Date (Month/Day/Year) (Month/Day/Year) Table III - Derivative Security (e.g., puts, calls, von Execution Date (Instr. 8)) | Table I - Non-Derivative Securities Security (Instr. 3) Table II - Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year)) Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year)) 3A. 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Deemed Execution Date, if any (Month/Day/Year) Security Securities Acqui (e.g., puts, calls, warrants, of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Table I - Non-Derivative Securities Acquired, Execution Date (Month/Day/Year) Table II - Derivative Securities Acquired, Execution Date (if any (Month/Day/Year)) Table II - Derivative Securities Acquired, Discussion (e.g., puts, calls, warrants, options 2. Transaction (Month/Day/Year) Table II - Derivative Securities Acquired, Discussion of Exercise (Month/Day/Year) 3. Transaction (e.g., puts, calls, warrants, options) 2. Conversion of Exercise (Month/Day/Year) 3. Transaction (b.g., puts, calls, warrants, options) 4. Transaction (b.g., puts, calls, warrants, options) 3. Transaction (b.g., puts, calls, warrants, options) 4. Transaction (b.g., puts, calls, warrants, options) 3. Transaction (b.g., puts, calls, warrants, options) 4. Transaction (b.g., puts, calls, warrants, options) 5. Number (b.g., puts, calls, warrants, options) 4. Transaction (b.g., puts, calls, warrants, options) | Table I - Non-Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparison of Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparison of Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparison of Date (Month/Day/Year) A(1) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparison of Date (Month/Day/Year) A(1) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparison of Date (Month/Day/Year) A(1) Date (Month/Day/Year) A(1) Date Exercise Code (Instr. 8) Date (Month/Day/Year) Disposed of (D) (Instr. 3, 4 and 5) Date (Month/Day/Year) Date (Month/Day/Year) | TX 75240 Table I - Non-Derivative Securities Acquired, Disposed Of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed Of Original Filed (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Transaction Code (Instr. 8) Code V Amount Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Table II - Derivative Securities Acquired, Disposed of Original Filed (Month/Day/Year) Stock, \$0.01 par value per share 05/28/2015 Date Execution Date (Month/Day/Year) | Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Ocide (Instr. 8) 5. Number (Month/Day/Year) 6. Date Exercisable and Execution Date (Month/Day/Year) 6. Derivative Securities Acquired (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exp | TX 75240 | TX 75240 | Code V Amount Code (Instr. 3) Code Namount of Conversion Or Exercise of Execution Date (E.g., puts, calls, warrants, options, convertible securities) Code (Instr. 3) Code (Inst | Steeling Conversion of Exercise Conversion Conversion | Code Namunt Code (Instr. 3) Stock, \$0.01 par value per share 05/28/2015 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities | Security (Instr. 3) Securities Securit | |

Explanation of Responses:

1. Shares issued for no cash consideration to directors under the Valhi, Inc. 2012 Director Stock Plan.

Remarks:

A. Andrew R. Louis, Attorney-in-fact, for William J.

Lindquist

05/28/2015

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.