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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harold C. Simmons Family Trust No. 2 THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240	^	^ X	^	^
Harold C. Simmons Family Trust No. 1 THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240	^	^ X	^	^
Simmons Annette C 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240	^	^ X	^	^
Simmons Lisa K THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240	^	^ X	^	^
CONNELLY SERENA S THREE LINCOLN CENTER, 5430 LBJ FREEWAY SUITE 1700 DALLAS, TX 75240	^	^ X	^	^

Signatures

A. Andrew R. Louis, Attorney-in-fact, for Lisa K. Simmons, Co-Trustee of the Harold C. Simmons Family Trust No. 1	02/25/2014
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Serena S. Connelly, Co-Trustee of the Harold C. Simmons Family Trust No. 1	02/25/2014
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Lisa K. Simmons, Co-Trustee of the Harold C. Simmons Family Trust No. 2	02/25/2014
**Signature of Reporting Person	Date
A. Andrew R. Louis, Attorney-in-fact, for Serena S. Connelly, Co-Trustee of the Harold C. Simmons Family Trust No. 2	02/25/2014

Signature of Reporting Person

Date

A. Andrew R. Louis, Attorney-in-fact, for Annette C. Simmons

02/25/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Directly held by Valhi Holding Company. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationship of additional persons who may be deemed to beneficially own these shares
 - Consists of 1,870,850 shares held directly by the estate of Harold C. Simmons of which Annette C. Simmons is the independent executor
- (2) and the designated legatee of these shares and 818,514 shares she holds directly. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships among the reporting owners.
- (3) Directly held by The Annette Simmons Granchildren's Trust. See the Additional Information filed as Exhibit 99 to this statement for a description of the relationships to the persons joining in this filing to beneficially own these shares.
- (4) Directly held by Serena S. Connelly.

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Remarks:

Exhibit^ Index

99^ Additional^ Information

Exhibit^ 24.1^ Lisa^ K.^ Simmons^ Power^ of^ Attorney

Exhibit^ 24.2^ Serena^ S.^ Connelly^ Power^ of^ Attorney

Exhibit^ 24.3^ Harold^ C.^ Simmons^ Family^ Trust^ No.^ 1^ Power^ of^ Attorney

Exhibit^ 24.4^ Harold^ C.^ Simmons^ Family^ Trust^ No.^ 2^ Power^ of^ Attorney

Exhibit^ 24.5^ Annette^ C.^ Simmons^ Power^ of^ Attorney

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.