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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:

ExhibitÂ Index

99Â AdditionalÂ Information

ExhibitÂ 24.1Â LisaÂ K.Â SimmonsÂ PowerÂ ofÂ Attorney

ExhibitÂ 24.2Â SerenaÂ S.Â ConnellyÂ PowerÂ ofÂ Attorney

ExhibitÂ 24.3Â HaroldÂ C.Â SimmonsÂ FamilyÂ TrustÂ No.Â 1Â PowerÂ ofÂ Attorney

ExhibitÂ 24.4Â HaroldÂ C.Â SimmonsÂ FamilyÂ TrustÂ No.Â 2Â PowerÂ ofÂ Attorney

ExhibitÂ 24.5Â AnnetteÂ C.Â SimmonsÂ PowerÂ ofÂ 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.