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VALHI INC /DE/
Form 15-12B
January 15, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12 (g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND
15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 1-5467

Valhi, Inc.

(Exact name of registrant as specified in its charter)

5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697
(972) 233-1700

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Liquid Yield Option Notes due 2007

(Title of each class of securities covered by this Form)

Common stock, par value \$0.01 per share

(Title of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------|----------------------|-------|
| Rule 12g-4(a)(1)(i) | [X] | Rule 12h-3(b)(1)(i) | [X] |
| Rule 12g-4(a)(1)(ii) | [] | Rule 12h-3(b)(1)(ii) | [] |
| Rule 12g-4(a)(2)(i) | [] | Rule 12h-3(b)(2)(i) | [] |
| Rule 12g-4(a)(2)(ii) | [] | Rule 12h-3(b)(2)(ii) | [] |
| | | Rule 15d-6 | [X] |

Approximate number of holders of record as of the certification or
notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934,
Valhi, Inc. has caused this certification/notice to be signed on its behalf by
the undersigned duly authorized person.

Date: January 15, 2003

Valhi, Inc.

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By: /s/ Gregory M. Swalwell

Gregory M. Swalwell
Vice President