

CARROLL AMELIA M

Form 4

January 27, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARROLL AMELIA M

(Last) (First) (Middle)

**7505 VILLAGE SQUARE, SUITE
200**

(Street)

CASTLE ROCK, CO, X1 80108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KATY INDUSTRIES INC [KT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/12/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock ⁽²⁾ ⁽⁵⁾ ⁽⁶⁾							2,071,036 ⁽²⁾ ⁽⁵⁾ ⁽⁶⁾	I ⁽²⁾ ⁽⁵⁾ ⁽⁶⁾	See Notes ⁽²⁾ ⁽⁵⁾ ⁽⁶⁾
Common Stock							8,729	D	
Common Stock	01/12/2005	01/12/2005	S		12,400	D \$ 0	169,839	I	By Spouse
Common Stock ⁽³⁾							4,212 ⁽³⁾	I ⁽³⁾	See Note ⁽³⁾
Common Stock ⁽¹⁾ ⁽⁴⁾							804,635 ⁽¹⁾ ⁽⁴⁾	I ⁽¹⁾ ⁽⁴⁾	See Notes ⁽¹⁾ ⁽⁴⁾

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Common Stock ⁽⁷⁾ 26,000 ⁽⁷⁾ I ⁽⁷⁾ See Note ⁽⁷⁾

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
05/27/2004 ⁽⁸⁾	05/27/2014 ⁽⁸⁾	Common Stock ⁽⁸⁾	2,000 ⁽⁸⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL AMELIA M 7505 VILLAGE SQUARE SUITE 200 CASTLE ROCK, CO, X1 80108		X		

Signatures

Michael C. Paul, as attorney-in-fact for Amelia M. Carroll

01/27/2005

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The Reporting Person or members of his immediate family are beneficiaries of the Wallace E. and Lelia H. Carroll Trust U/A Dated 5/1/58 F/B/O Wallace E. Carroll, Jr. and his descendants (the "WEC Jr. '58 Trust"), the Lelia H. Carroll Trust U/A Dated 7/12/62 F/B/O Wallace E. Carroll, Jr. (the "WEC Jr. '62 Trust") and the Family Grandchildren Trust U/A dated 9/29/90 F/B/O the descendants of Wallace E. Carroll, Jr. (the "Family Trust") (collectively, the "WEC Trusts"). The WEC Jr. '58 Trust, the WEC Jr. '62 Trust and the Family Trust directly beneficially own 603,000, 194,693 and 6,942 shares of the Issuer's outstanding common stock, respectively, for an aggregate of 804,635 shares (the "Trust Shares"). The Reporting Person may be deemed to have an indirect pecuniary interest in the Trust Shares to the extent that he and/or the members of his immediate family living in the same household are beneficiaries of the WEC Trusts.

(2) CRL, Inc. ("CRL") directly beneficially owns 2,072,236 shares of the Issuer's outstanding common stock (the "CRL Shares") after giving effect to the transaction reported herein. As stockholders of CRL, the WEC Jr. '58 Trust and the Reporting Person may be deemed to indirectly beneficially own such Shares. The Reporting Person may be deemed to have an indirect pecuniary interest in the shares indirectly beneficially owned by the WEC Jr. '58 Trust through CRL to the extent that he and/or the members of his immediate family living in the same household are beneficiaries of that trust and as a stockholder of CRL.

(3) Common stock is held by the Katy Industries, Inc. Directors' Deferred Compensation Plan in a Rabbi Trust arrangement. 2,106 shares are held for the benefit of the Reporting Person, and 2,106 shares are held for the benefit of his spouse.

(4) Members of the Reporting Person's immediate family are beneficiaries of the WEC Trusts (see Note 1). The Reporting Person may be deemed to have an indirect pecuniary interest in the Trust Shares to the extent that members of her immediate family living in the same household are beneficiaries of the WEC Trusts.

(5) The Reporting Person may be deemed to have an indirect pecuniary interest in the CRL Shares to the extent that members of his immediate family living in the same household own CRL shares and are beneficiaries of the WEC Jr. '58 Trust (see Note 2).

(6) As a stockholder of CRL, the Reporting Person may be deemed to have an indirect pecuniary interest in the CRL Shares (see Note 2).

(7) The Reporting Person is trustee of trusts for Lelia Carroll and her descendants' benefit holding 26,000 shares in the aggregate.

The exercisable date, conversion price and expiration date on the stock options represent information from the most recent grant, 6/12/03.

(8) The spouse of the Reporting Person has received stock options from 1995 through 2003 with conversion prices ranging from \$3.11 through \$18.125.

Remarks:

Form 4 filed for Mimi Carroll for her husband Pat Carroll's gift of 12,400 shares of Katy Industries common stock to their grand

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

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