

KATY INDUSTRIES INC
 Form 3
 September 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---------------------------------------------------------------|---------------------------------------------|--------------------------------------|------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mills Keith | | (Month/Day/Year) | KATY INDUSTRIES INC [KT] | |
| (Last) | (First) | (Middle) | 09/08/2005 | |
| C/O KATY INDUSTRIES, INC., Â 765 STRAITS TURNPIKE, SUITE 2000 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | VP - International Operations | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| MIDDLEBURY, Â CT Â 06762 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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

| | | | | | |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------------------|------------|------------|------------------------------------------|--------|----------|----------------------------------|---|
| Option to Purchase Common Stock ⁽¹⁾ | 12/10/1999 | 12/10/2009 | Option to Purchase Common Stock | 11,600 | \$ 9.875 | D | ^ |
| Stock Appreciation Rights | 11/22/2002 | 11/22/2012 | Stock Appreciation Rights | 18,450 | \$ 3.15 | D | ^ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Mills Keith C/O KATY INDUSTRIES, INC. 765 STRAITS TURNPIKE, SUITE 2000 MIDDLEBURY, CT 06762 | ^ | ^ | ^ VP - International Operations | ^ | |

Signatures

/s/ Michael C. Paul 09/22/2005

**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) The exercisable date, conversion price, and expiration date on the stock options reflect information from the most recent grant date. The Reporting Person has received stock options from 1995 to 1999 with conversion prices ranging from \$9.875 to \$19.56.

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.