

Edgar Filing: KATY INDUSTRIES INC - Form SC 13D/A

KATY INDUSTRIES INC
Form SC 13D/A
March 29, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 22)

Under the Securities Exchange Act of 1934

Katy Industries, Inc.
(Name of Issuer)

Common Stock, One Dollar (\$1.00) par value
(Title of Class of Securities)

486026107
(CUSIP Number)

Jonathan P. Johnson
President
CRL, Inc.
6300 S. Syracuse Way
Suite 300
Englewood, CO 80111

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 19, 2001
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e) (f) or (g), check the following box. []

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Wallace E. Carroll Trust U/A Dated 7/1/57
F/B/O Wallace E. Carroll, Jr., and his descendants
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS
Not applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
2,151
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
2, 151
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,151
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.024%
14. TYPE OF REPORTING PERSON
OO

2

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Wallace E. Carroll Trust U/A Dated 5/1/58

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F/B/O Wallace E. Carroll, Jr., and his descendants

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a)
 - (b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS
Not applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
603,000
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
603,000
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
603,000
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.78%
14. TYPE OF REPORTING PERSON
OO

3

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Wallace E. Carroll Trust U/A Dated 1/20/61
F/B/O Wallace E. Carroll, Jr.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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- (a)
- (b) X

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS
Not applicable
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 7. SOLE VOTING POWER
11,881
- 8. SHARED VOTING POWER
0
- 9. SOLE DISPOSITIVE POWER
11, 881
- 10. SHARED DISPOSITIVE POWER
0
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,881
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.134%
- 14. TYPE OF REPORTING PERSON
OO

4

- 1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Lelia H. Carroll Trust U/A Dated 7/12/62
F/B/O Wallace E. Carroll, Jr.
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a)
 - (b) X

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3. SEC USE ONLY
4. SOURCE OF FUNDS
Not applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
180,661
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
180,661
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
180,661
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.03%
14. TYPE OF REPORTING PERSON
OO

5

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Wallace E. Carroll, Jr. Trust #2 U/A Dated 12/30/76
F/B/O Pamela Crigler, Susan Leonard, Margaret B.
Berzins, Wallace E. Carroll, III
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
3. SEC USE ONLY

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4. SOURCE OF FUNDS
Not applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
762
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
762
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
762
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.0086%
14. TYPE OF REPORTING PERSON
OO

6

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Wallace E. Carroll Trust U/A Dated 12/20/79
F/B/O Pamela C. Crigler, Susan S. Leonard, Margaret B. Berzins, Wallace E. Carroll, III
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS
Not applicable

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
6,760
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
6,760
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,760
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.076%
14. TYPE OF REPORTING PERSON
OO

7

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Arthur R. Miller
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS
Not applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER
48,480
8. SHARED VOTING POWER
360,620
9. SOLE DISPOSITIVE POWER
48,480
10. SHARED DISPOSITIVE POWER
360,620
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
409,100
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.6%
14. TYPE OF REPORTING PERSON
IN

8

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
CRL, Inc.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

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7. SOLE VOTING POWER
2,073,436
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
2,073,436
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,073,436
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
23.3%
14. TYPE OF REPORTING PERSON
CO

9

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Wallace E. Carroll, Jr.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
Not applicable
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
194,340

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8. SHARED VOTING POWER
2,932,391
9. SOLE DISPOSITIVE POWER
194,340
10. SHARED DISPOSITIVE POWER
2,932,391
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,126,731
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
35.2%
14. TYPE OF REPORTING PERSON
IN

10

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Amelia Carroll
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
Not applicable
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER
20,830
 8. SHARED VOTING POWER
3,131,901

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9. SOLE DISPOSITIVE POWER
20,830
10. SHARED DISPOSITIVE POWER
3,131,901
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,152,731
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
35.5%
14. TYPE OF REPORTING PERSON
IN

11

AMENDMENT NO. 22
TO SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D/A relates to the common stock, \$1.00 par value per share (the "Shares"), of Katy Industries, Inc. (the "Company"), whose principal executive offices are located at 6300 South Syracuse Way, Suite 300, Englewood, Colorado 80111.

ITEM 2. IDENTITY AND BACKGROUND.

This amended statement is jointly filed by, The Wallace E. Carroll Trust U/A dated 7/1/57 F/B/O Wallace E. Carroll, Jr. and his descendants (the "WEC, Jr. `57 Trust"), The Wallace E. Carroll Trust U/A dated 5/1/58 F/B/O Wallace E. Carroll, Jr. and his descendants (the "WEC, Jr. `58 Trust"), Wallace E. Carroll Trust U/A dated 1/20/61 F/B/O Wallace E. Carroll, Jr. ("WEC, Jr. `61 Trust"), The Lelia H. Carroll Trust U/A Dated 7/12/62 F/B/O Wallace Carroll, Jr. ("WEC, Jr. `62 Trust"), Wallace E. Carroll Jr. Trust #2 U/A dated 12/30/76 F/B/O descendants of Wallace E. Carroll, Jr. ("WEC, Jr. `76 Trust"), The Wallace E. Carroll Trust U/A Dated 12/20/79 F/B/O the descendants of Wallace E. Carroll, Jr. ("WEC, Jr. `79 Trust") (collectively, the "WEC, Jr. Trusts"), Wallace E. Carroll, Jr., Amelia Carroll, Arthur R. Miller and CRL, Inc. (collectively, the "Reporting Persons").

Each of the Reporting Persons has previously filed a statement on Schedule 13D reporting beneficial ownership of more than five percent (5%) of the class of securities described in Item 1. In order to restate the ownership interests of the Reporting Persons

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herein, this statement on Schedule 13D is filed jointly by those Reporting Persons, but is, in fact, a continuation of the information contained in the Schedule 13D initially filed by the Reporting Persons.

ITEM 3. SOURCE OF FUNDS.

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION.

Effective March 19, 2001, Arthur R. Miller resigned as director of CRL, Inc. and as trustee to the WEC, Jr. Trusts. Mr. Miller may have been deemed a beneficial owner of the Shares in the WEC, Jr. Trusts and CRL, Inc. This amended statement restates the beneficial ownership of the WEC, Jr. Trusts and CRL, Inc. without Mr. Miller serving as co-trustee and the resultant beneficial ownership of Mr. Miller after his resignation, which amounts to less than five percent. Mr. Miller continues to serve as a director and officer of Katy Industries, Inc.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

This statement is filed with respect to Shares of the Company in which any of the Reporting Persons have or share voting and investment power. All of the information is presented as of the date of Mr. Miller's resignation. Information concerning the number and percentage of Shares beneficially owned by each of the Reporting Persons is set forth on the cover pages of this statement, which are incorporated herein by this reference in their entirety.

The following table indicates the direct and indirect beneficial ownership:

| NAME | SHARES | % OF CLASS |
|---|-----------|------------|
| Wallace E. Carroll, Jr., an individual resident of the State of Colorado | 3,126,731 | 35.2% |
| Amelia Carroll, an individual resident of the State of Colorado | 3,152,731 | 35.5% |
| The Wallace E. Carroll Trust U/A Dated 7/1/57 F/B/O Wallace E. Carroll, Jr. and his descendants | 2,151 | .024% |
| The Wallace E. Carroll Trust U/A Dated 5/1/58 F/B/O Wallace E. Carroll, Jr. and his descendants | 603,000 | 6.78% |
| The Wallace E. Carroll Trust U/A Dated 1/20/61 F/B/O Wallace E. Carroll, Jr. | 11,881 | .134% |
| The Lelia H. Carroll Trust U/A Dated 7/12/62 F/B/O Wallace E. Carroll, Jr. | 180,661 | 2.03% |

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| | | |
|--|-----------|--------|
| The Wallace E. Carroll, Jr. Trust #2 U/A Dated 12/30/76 F/B/O the descendants of Wallace E. Carroll, Jr. | 762 | .0086% |
| Wallace E. Carroll Trust U/A Dated 12/20/79 F/B/O the descendants of Wallace E. Carroll, Jr. | 6,760 | .076% |
| Arthur R. Miller | 409,100 | 4.6% |
| CRL, Inc. | 2,073,436 | 23.3% |

Effective March 19, 2001, as a result of Mr. Miller's resignation, Mr. Miller ceased to be the beneficial owner of more than five percent (5%) of the Shares, and will hereafter cease to be a Reporting Person hereunder.

(Signature Page Follows)

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 29, 2001

| | |
|---|---|
| The Wallace E. Carroll Trust U/A Dated 7/1/57 F/B/O Wallace E. Carroll, Jr. and his descendants | The Wallace E. Carroll Trust U/A Dated 5/1/58 F/B/O Wallace E. Carroll, Jr. and his descendants |
|---|---|

| | |
|---|---|
| By: /s/ Wallace E. Carroll, Jr. ----- Wallace E. Carroll, Jr., Trustee | By: /s/ Wallace E. Carroll, Jr. ----- Wallace E. Carroll, Jr., Trustee |
|---|---|

| | |
|--|--|
| The Wallace E. Carroll Trust U/A Dated 1/20/61 F/B/O Wallace E. Carroll, Jr. | The Lelia H. Carroll Trust U/A Dated 7/12/62 F/B/O Wallace E. Carroll, Jr. |
|--|--|

| | |
|---|---|
| By: /s/ Wallace E. Carroll, Jr. ----- Wallace E. Carroll, Jr., Trustee | By: /s/ Wallace E. Carroll, Jr. ----- Wallace E. Carroll, Jr., Trustee |
|---|---|

| | |
|-----------------------------------|----------------------------------|
| The Wallace E. Carroll, Jr. Trust | The Wallace E. Carroll Trust U/A |
|-----------------------------------|----------------------------------|

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#2 U/A
Dated 12/30/76 F/B/O the
descendants of
Wallace E. Carroll, Jr.

Dated 12/20/79 F/B/O the
descendants of
Wallace E. Carroll, Jr.

By: /s/ Philip E. Johnson

Philip E. Johnson, Trustee

By: /s/ Wallace E. Carroll, Jr.

Wallace E. Carroll, Jr.,
Trustee

14

CRL, Inc.

By: /s/ Jonathan P. Johnson

Name: Jonathan P. Johnson

Title: President

/s/ Arthur R. Miller

Arthur R. Miller

/s/ Amelia Carroll

Amelia Carroll

/s/ Wallace E. Carroll, Jr.

Wallace E. Carroll, Jr.

