

KATY INDUSTRIES INC  
 Form 3  
 September 22, 2005

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 \*

Â Mills Keith  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 09/08/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O KATY INDUSTRIES, INC.,Â 765 STRAITS TURNPIKE, SUITE 2000

(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 VP - International Operations

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

MIDDLEBURY,Â CTÂ 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)

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**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 <sup>(1)</sup>	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			
	Director	10% Owner	Officer	Other
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.

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