

KATY INDUSTRIES INC

Form 4

June 27, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARATTA ROBERT M

(Last) (First) (Middle)

2461 SOUTH CLARK
 STREET, SUITE 630

(Street)

ARLINGTON, VA 22202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

KATY INDUSTRIES INC [KATY]

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

06/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	22,735	D	

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)

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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 An Underlying Sec (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Appreciation Right	\$ 1.15 ⁽²⁾	06/26/2008		A	2,000	06/26/2008 ⁽²⁾ 06/26/2018 ⁽²⁾	Common Stock
Option to purchase Common Stock	\$ 3.69 ⁽¹⁾					05/26/2005 ⁽¹⁾ 05/26/2015 ⁽¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARATTA ROBERT M 2461 SOUTH CLARK STREET SUITE 630 ARLINGTON, VA 22202	X

Signatures

/s/ Philip D. Reinkemeyer as attorney-in-fact for Robert M. Barratta 06/27/2008

 **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 exercisable date, conversion price, and expiration date on the stock options represent information from the most recent grant, 5/26/05. The Reporting Person has received stock options from 1999 through 2005 with conversion prices ranging from \$3.69 to \$9.88.
- The exercisable date, conversion price, and expiration date on the stock appreciation rights represent information from the most recent
- (2) grant, 6/26/08. The Reporting Person has received stock appreciation rights from 2002 through 2008 with conversion prices ranging from \$1.10 to \$3.15.

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.