

Edgar Filing: ETHYL CORP - Form SC 13G/A

ETHYL CORP
Form SC 13G/A
February 14, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 22) (1)

ETHYL CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of class of securities)

297659-10-4

(CUSIP NUMBER)

Check the following box to designate the
rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) 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 the disclosures provided in a prior cover page.

The information required in 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 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 PERSONS
 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Floyd D. Gottwald, Jr. - 226-16-0038

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Yes (a) []
 No (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION*
 U.S.

NUMBER OF 5 SOLE VOTING POWER
 SHARES 4,754,634

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY 1,402,856

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING 4,754,634

PERSON WITH 8 SHARED DISPOSITIVE POWER
 1,402,856

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,157,490

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES [X]
 CERTAIN SHARES*
 316,755 shares held by foundation; 4,272,607 shares owned by adult son

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 7.38%

12 TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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| | | |
|--------------|--|--|
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS | |
| | | Bruce C. Gottwald - 224-44-2104 |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | Yes (a) [] No (b) [X] |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION* | |
| | | U.S. |
| ----- | | |
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 4,987,224 |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 620,985 |
| ----- | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 4,987,224 |
| ----- | | |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 620,985 |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 5,608,209 |
| ----- | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | [X] |
| | | 316,755 shares held by foundation; 4,647,269 shares owned by adult son |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | | 6.72% |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON* | |
| | | IN |
| ----- | | |

SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1(a) Name of Issuer:

ETHYL CORPORATION

Item 1(b) Address of Issuer's Principal Executive Offices:

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330 South Fourth Street, Richmond, Virginia 23219

Item 2(a) Name of Persons Filing:

Floyd D. Gottwald, Jr. and Bruce C. Gottwald

Item 2(b) Address of Principal Business Office or, if None, Residence:

330 South Fourth Street, Richmond, Virginia 23219

Item 2(c) Citizenship:

U.S.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

297659-10-4

Item 3 If these statements are filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c):

Not applicable

Item 4 Ownership

(a) Amount Beneficially Owned*: 12,082,454 shares

(b) Percent of Class: 14.48%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote - 10,058,613 (1)

(ii) shared power to vote or to direct the vote - 2,023,841 (2)

(iii) sole power to dispose of or to direct the disposition of - 10,058,613 (1)

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(iv) shared power to dispose of or to direct the disposition of - 2,023,841 (2)

* This amount does not include an aggregate of 4,272,607 shares of common stock ("Common Stock") of Ethyl Corporation (the "Issuer") beneficially owned by the adult sons of Floyd D. Gottwald, Jr. and an aggregate of 4,647,269 shares beneficially owned by the adult sons of Bruce C. Gottwald. Floyd D. Gottwald,

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Jr., Bruce C. Gottwald and their adult sons own an aggregate of 21,002,330 shares, which constitute 25.17% of the outstanding shares. Floyd D. Gottwald, Jr., Bruce C. Gottwald and their adult sons have no agreement with respect to the acquisition, retention, disposition or voting of the Issuer's Common Stock. The filing of this statement on Schedule 13G shall not be construed as an admission that for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Floyd D. Gottwald, Jr. or Bruce C. Gottwald are the beneficial owners of 316,755 shares described in Items 4(c)(i) and (iii) or the shares described in Items 4(c)(ii) and (iv). See Item 6 below.

- (1) This amount includes 316,755 shares owned by a charitable foundation for which members of the Gottwald family serve as the sole directors. Floyd D. Gottwald, Jr. and Bruce C. Gottwald disclaim any beneficial interest in any shares held in the foundation.
- (2) This amount does not include shares owned of record by Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Trustee under the Issuer's savings plan (the "Plan") for its employees that are held for the benefit of employees other than Floyd D. Gottwald, Jr. and Bruce C.

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Gottwald. Shares held by the Trustee under the Plan for the benefit of Floyd D. Gottwald, Jr. and Bruce C. Gottwald are included in Items (4)(c)(i) and (iii) above. Shares held under the Plan are voted by the Trustee in accordance with instructions solicited from employees participating in the Plan. If a participating employee does not give the Trustee voting instructions, his shares are voted by the Trustee in accordance with management's recommendations to the shareholders. Because Bruce C. Gottwald is an executive officer and director of the Issuer and members of the Gottwald family are the largest shareholders of the Issuer, they may be deemed to be control persons of the Issuer and to have the capacity to control any such recommendation of management.

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, all 2,023,841 of the shares described in Items 4(c)(ii) and (iv). However, none of such persons' individual interest relates to more than 5 percent of the class of securities for which this statement on Schedule 13G is filed.

Item 7 Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

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Floyd D. Gottwald, Jr. and Bruce C. Gottwald are brothers. This statement on Schedule 13G is being filed on behalf of Floyd D.

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Gottwald, Jr. and Bruce C. Gottwald because they could be deemed to be a group for purposes of Section 13(d)(3) of the Exchange Act and this statement on Schedule 13G even though there is no agreement among them with respect to the acquisition, retention, disposition or voting of the Issuer's Common Stock.

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certifications:

Not Applicable

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Signature

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement on Schedule 13G is true, complete and correct.

Dated: February 12, 2001

/s/ Floyd D. Gottwald, Jr.

Floyd D. Gottwald, Jr.

/s/ Bruce C. Gottwald

Bruce C. Gottwald

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