

As filed with the Securities and Exchange Commission on March 2, 1998.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-4
(Final Amendment)
ISSUER TENDER OFFER STATEMENT
(Pursuant to Section 13(e)(1) of the
Securities Exchange Act of 1934)

TREDEGAR INDUSTRIES, INC.
(Name of Issuer)

TREDEGAR INDUSTRIES, INC.
(Name of Person(s) Filing Statement)

Common Stock
(Title of Class of Securities)

89465010
(CUSIP Number of Class of Securities)

Nancy M. Taylor, Esq.
General Counsel and Secretary
TREDEGAR INDUSTRIES, INC.
1100 Boulders Parkway
Richmond, Virginia 23225
(804)330-1000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications
on Behalf of the Person(s) Filing Statement)

Copies to:
C. Porter Vaughan, III, Esq.
Hunton & Williams
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
(804)788-8200

January 16, 1998
(Date Tender Offer First Published,
Sent or Given to Security Holders)

This Final Amendment amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4, dated as of January 16, 1998 (the "Issuer Tender Offer Statement"), relating to the offer by Tredegar Industries, Inc. (the "Company") to purchase 1,250,000 shares (or such lesser number of shares as are properly tendered) of its common stock, no par value per share (the "Shares"), at prices not in excess of \$65.00 nor less than \$58.00 net per Share in cash upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 16, 1998, and in the related Letter of Transmittal (or similar materials distributed to participants in the Company's stock plans), which together constitute the "Offer," is hereby amended to incorporate the information included in the exhibit referred to below.

On February 16, 1998, the Company announced that, based on a preliminary count, it expected to purchase approximately 500,000 Shares at a price of \$65.00 per Share, in accordance with the terms of the Offer.

A total of approximately 502,924 Shares were validly tendered and not withdrawn pursuant to the Offer at or below \$65.00 per Share, including Shares for which certificates were delivered to the depositary for the Offer, American Stock Transfer & Trust Company, pursuant to the Offer's guaranteed delivery procedure. The Company has accepted for purchase all 502,924 Shares for \$37.2 million or \$65.00 per Share. On February 16, 1998, the Company

issued a press release, a copy of which was filed as Exhibit (a)(15) to Amendment No. 1 to the Issuer Tender Offer Statement.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Final Amendment to Schedule 13E-4 is true, complete and correct.

March 2, 1998

TREDEGAR INDUSTRIES, INC.

By: /s/ Norman A. Scher
Norman A. Scher
Executive Vice President