

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 21, 1994

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, NO PAR VALUE PER SHARE

(Title of Class of Securities)

89465010

(CUSIP Number of Class of Securities)

NANCY M. TAYLOR, ESQ.

CORPORATE COUNSEL AND SECRETARY

TREDEGAR INDUSTRIES, INC.

1100 BOULDERS PARKWAY

RICHMOND, VIRGINIA 23225

(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

SEPTEMBER 8, 1994

(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 September 8, 1994, as amended by Amendment No. 1 thereto dated September 22, 1994 and Amendment No. 2 thereto dated October 7, 1994 (as amended, the "Issuer Tender Offer Statement") relating to the offer by Tredegar Industries, Inc. (the "Company") to purchase up to 1,000,000 shares of the Company's common stock, no par value per share (the "Shares") (including the associated Preferred Stock Purchase Rights issued pursuant to the rights agreement, dated as of June 15, 1989, as amended, between the Company and the Rights Agent named therein), at per share prices specified by tendering shareholders not in excess of \$19.00 nor less than \$17.00 per Share, in cash, net to the shareholder, upon the terms and subject to the conditions set forth in the Company's Offer to Purchase dated September 8, 1994 and in the related Letter of Transmittal. Capitalized terms used herein but not otherwise defined shall have the meanings assigned to such terms in the Issuer Tender Offer Statement.

On October 7, 1994, the Company announced that, based on a preliminary count by American Stock Transfer & Trust Company, the depository for the Offer (the "Depository"), it had accepted for purchase 1,211,857 Shares at a price of \$18.25 per Share, in accordance with the terms of the Offer. The preliminary proration factor was 93.9 percent.

A total of approximately 1,247,134 Shares were validly tendered and not withdrawn at the \$18.25 per Share Purchase Price, including Shares for which certificates were delivered to the Depository pursuant to the Offer's guaranteed delivery procedure. The Company has elected to purchase 1,211,857 Shares, having increased the number from the 1,000,000 Shares originally sought as permitted by the rules of the Securities and Exchange Commission. The Company has been informed by the Depository that the final proration factor has been amended to 98.057 percent. Following purchase of the Shares, the Company will have 9,381,032 shares of Common Stock issued and outstanding. On October 7, 1994, the Company issued a press release, a copy of which was filed as Exhibit (a)(16) to Amendment No. 2 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.

October 21, 1994

TREDEGAR INDUSTRIES, INC.
By: /s/ NORMAN A. SCHER
Norman A. Scher
Executive Vice President