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ETHYL CORP
Form SC 13D/A
December 11, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

ENCHIRA BIOTECHNOLOGY CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of class of securities)

29265L-10-2

(CUSIP NUMBER)

Ethyl Corporation
330 South Fourth Street
Richmond, VA 23219
Attention: M. Rudolph West, Esq.
Telephone No. 804-788-5619

(Name, address and telephone number of person authorized to
receive notices and communications)

Copy to:
Allen C. Goolsby, III, Esq.
Hunton & Williams
951 East Byrd Street
Richmond, Virginia 23219

January 10, 2001

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement
on Schedule 13G to report the acquisition which is the
subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(b)(3) or (4),
check the following box [] .

Check the following box if a fee is being paid with
this statement [] .

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CUSIP NO. 09061E106

13D

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Ethyl Corporation
54-0118820

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY []

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 1,064,742 shares |
| | 8 | SHARED VOTING POWER - 0 - |
| | 9 | SOLE DISPOSITIVE POWER 1,064,742 shares |
| | 10 | SHARED DISPOSITIVE POWER - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,064,742 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.7%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

* Amendment No. 5 amends and supplements the Statement on Schedule 13D filed on November 7, 1994 by Ethyl, as amended by Amendment No. 1, dated March 23, 1995, Amendment No. 2, dated April 13, 1995, Amendment No. 3, dated June 11, 1999, and Amendment No. 4, dated October 10, 2000, with respect to the shares of Common Stock (the "Common Stock") of Enchira Biotechnology Corporation (formerly known as Energy BioSystems Corporation) (the "Issuer") owned by Ethyl Corporation ("Ethyl"). The purpose of this Amendment No. 5 is to report Ethyl's increased ownership in the Issuer resulting from the distribution of Common Stock of the Issuer to Ethyl Ventures, Inc., a wholly-owned subsidiary of Ethyl and the sole limited partner of Gryphon Ventures II, Limited Partnership

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("Gryphon Ventures"), in connection with the dissolution of Gryphon Ventures. Ethyl has not changed its intention to divest the Common Stock as a result of the Issuer's change in the focus of its business.

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the Common Stock of the Issuer. The principal executive offices of the Issuer are located at 3608 Research Forest Drive, The Woodlands, Texas 77381.

Item 2. Identity and Background.

This statement is being filed by Ethyl Corporation, a Virginia corporation. The principal executive offices of Ethyl are located at 330 South Fourth Street, Richmond, Virginia 23219.

Ethyl is in the petroleum additives business and produces fuel additives and lubricant additives.

The name, business address, present principal occupation and citizenship of each executive officer and director of Ethyl are set forth on Appendix A hereto, which is incorporated herein by reference.

During the last five years, Ethyl has not, nor to the best of its knowledge, has any of its executive officers or directors been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

The Common Stock was acquired by Ethyl for investment purposes. Ethyl has changed its investment intent with respect to the Common Stock as a result of the Issuer's change in the focus of its business. In connection therewith, on September 28, 2001, Ethyl converted its 160,000 shares of Series B Convertible Preferred Stock of the Issuer into 477,328 shares of Common Stock. In connection with this conversion, the Issuer paid to Ethyl cash for the dividends accumulated from November 1998 to the date of conversion. Ethyl intends to dispose of its shares of Common Stock over time in an orderly manner.

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Ethyl has no immediate intention to influence or direct the Issuer's affairs, modify its corporate structure or interfere with the business decisions of its management.

Except as set forth above, neither Ethyl nor, to the best of its knowledge, any executive officer or director of Ethyl, has any plans or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer; (c) a sale or transfer of a material amount of assets of the Issuer; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any

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material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (j) any action similar to any of those enumerated above. Ethyl may formulate plans or proposals with respect to one or more of the foregoing in the future.

Item 5. Interest in Securities of the Issuer.

(a) The shares of Common Stock represent 11.7% of the outstanding shares of Common Stock.

(b) Ethyl has sole voting and dispositive power with respect to 1,064,742 shares of Common Stock.

(c) Ethyl has effected no transactions in the Common Stock in the last 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with

Respect to Securities of the Issuer.

None

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

ETHYL CORPORATION

Date: December 11, 2001 By: /s/ M. Rudolph West

Name: M. Rudolph West
Title: Secretary

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Appendix A

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Executive Officers and Directors of Ethyl

| Name ----- | Title ----- | Principal Occupation or Employment ----- |
|--------------------------|--|--|
| Bruce C. Gottwald | Chairman of the Board, Chairman of the Executive Committee and Director | Chairman of the Board and Chairman of the Executive Committee of Ethyl |
| Thomas E. Gottwald | President, Chief Executive Officer and Director, Member of the Executive Committee | President and Chief Executive Officer of Ethyl |
| Alexander McLean | Senior Vice President - Petroleum Additives | Senior Vice President of Ethyl |
| Newton A. Perry | Senior Vice President - Antiknocks | Senior Vice President of Ethyl |
| David A. Fiorenza | Vice President, Principal Financial Officer and Treasurer | Vice President, Principal Financial Officer and Treasurer of Ethyl |
| Wayne C. Drinkwater | Controller - Chief Accounting Officer | Controller of Ethyl |
| Russell L. Gottwald, Jr. | Vice President - Supply Chain | Vice President of Ethyl |
| C.S. Warren Huang | Vice President - Managing Director, Asia Pacific | Vice President of Ethyl |
| Bruce R. Hazelgrove III | Vice President - Corporate Resources | Vice President of Ethyl |
| Ronald E. Kollman | Vice President - Product Management and Technology | Vice President of Ethyl |
| Barbara A. Little | Vice President - Government Relations | Vice President of Ethyl |
| Donald R. Lynam | Vice President - Air Conservation | Vice President of Ethyl |
| Steven M. Mayer | Vice President - General Counsel | Vice President of Ethyl |
| Ann M. Pettigrew | Vice President - Health, Safety & Environment | Vice President of Ethyl |
| Roger H. Venable | Vice President - Antiknocks | Vice President of Ethyl |
| M. Rudolph West | Secretary | Secretary of Ethyl |
| William W. Berry | Director | Chairman of the Board of New England Independent System Operator |

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| | | |
|----------------------|----------|---|
| Gilbert M. Grosvenor | Director | Chairman of the Board of Trustees of the National Geographic Society 17th and M Streets, N.W. Washington, D.C. 20036 |
| Sidney Buford Scott | Director | Chairman of the Board of Scott & Stringfellow, Inc. 115 Mutual Building P.O. Box 1575 909 East Main Street Richmond, Virginia 23213 |
| Phyllis L. Cothran | Director | Retired President and Chief Operating Officer of Trigon Healthcare, Inc., formerly Blue Cross and Blue Shield of Virginia |
| Charles B. Walker | Director | Vice Chairman of the Board and Chief Financial Officer of Albemarle Corporation 330 South Fourth Street Richmond, Virginia 23219 |

The respective business addresses of Messrs. Bruce C. Gottwald, Thomas E. Gottwald, Alexander McLean, Newton A. Perry, David A. Fiorenza, Wayne C. Drinkwater, Russell L. Gottwald, Jr., Bruce R. Hazelgrove, III, C.S. Warren Huang, Ronald E. Kollman, Barbara A. Little, Donald R. Lynam, Steven M. Mayer, Ann M. Pettigrew, Roger H. Venable and M. Rudolph West is 330 South Fourth Street, Richmond, Virginia 23219. The respective business addresses of the remaining directors of Ethyl are set forth under "Principal Occupation or Employment," above. All executive officers and directors of Ethyl are United States citizens, except for Mr. McLean, who is a citizen of Great Britain.