

QEP CO INC
Form 3/A
August 08, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fitzpatrick S Scott | | (Month/Day/Year) | QEP CO INC [QEPIC] | |
| (Last) | (First) | (Middle) | 07/27/2006 | |
| C/O Q.E.P. CO., INC.,Â 1001 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BROKEN SOUND PARKWAY, | | (Check all applicable) | | 07/31/2006 |
| NW, SUITE A | | _____ Director _____ 10% Owner | | |
| (Street) | _____X_____ Officer _____ Other | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | _X_ Form filed by One Reporting Person | |
| | Chief Accounting Officer | | ___ Form filed by More than One Reporting Person | |
| BOCA RATON,Â FLÂ 33487 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------|------------|------------|---|--------|---------|----------------------------------|---|
| Stock Appreciation Right (1) | 07/20/2009 | 07/20/2009 | Common Stock, \$.001 par value | 2,000 | \$ 7.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fitzpatrick S Scott C/O Q.E.P. CO., INC. 1001 BROKEN SOUND PARKWAY, NW, SUITE A BOCA RATON, FL 33487 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

S Scott
Fitzpatrick
08/08/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being amended to include the Stock Appreciation Right listed in Table II of this report.

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.