

Knowles David B
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
Knowles David B

(Last) (First) (Middle)
1293 SOUTH MAIN STREET
(Street)

AKRON, OH 44301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MYERS INDUSTRIES INC [MYE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					1,000	D	
Restricted Stock Award					123,200 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options	\$ 14.77	03/01/2013		A	38,000	<u>(2)</u> 03/01/2023	Common Stock	38,000
Restricted Stock Units	<u>(3)</u>	03/01/2013		A	13,700	<u>(3)</u> <u>(3)</u>	Common Stock	13,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knowles David B 1293 SOUTH MAIN STREET AKRON, OH 44301			Executive VP and COO	

Signatures

/s/ Megan L. Mehalko pursuant to POA dated 6/25/09 and filed 6/29/09 03/05/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

- The forfeiture provisions with respect to 19,100, 16,800, and 12,300 of these Restricted Stock Awards lapse in 2013, 2014 and 2015, respectively, if David Knowles is still employed by Myers Industries, Inc. on the anniversary date of the respective grants in those years.
- (1) The forfeiture provisions with respect to 75,000 Restricted Stock Awards lapse on December 31, 2015 if David Knowles is still employed by Myers Industries, Inc. on that date and the stock price on that date exceeds the stock price on the date of grant.
 - (2) The option grant vests ratably in three annual installments on the anniversary date of the grant.

- (3) A Restricted Stock Unit is the grant of the right to receive an amount equal to the fair market value of a share on the date that payment is made with respect to the Restricted Stock Unit. The Restricted Stock Units vest in three equal installments on each of the first three anniversaries of the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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