

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

Mr. Wiskind was employed by the Company as an executive officer through December 30, 2004. Effective February 22, 2005, Mr. Wiskind entered into a settlement agreement with the Company regarding claims made by him in December 2004. The agreement required that he retire effective April 20, 2005 and grant the Company a two year non-competition agreement. Under the settlement agreement, the Company is to pay him \$704,000 on April 20, 2005, and an additional \$250,000 under a non-qualified, non-funded supplemental compensation agreement whereby as of May 1, 2005, the Company will pay him \$25,000 per year for ten years. In 2004, the Company accrued the amount of \$924,000 for these payments. Mr. Wiskind currently serves as a director of the Company, whose term expires on April 20, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Myers Industries, Inc.

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(Registrant)

DATE February 22, 2005

By: /s/ Kevin C. O'Neil

Kevin C. O'Neil

Vice President, General Counsel