

ACME UNITED CORP
Form 4
February 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
JOHNSEN WALTER C

(Last) (First) (Middle)

C/O ACME UNITED CORP, 1931
BLACK ROCK TURNPIKE

(Street)

FAIRFIELD, CT 06825

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACME UNITED CORP [ACU]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/16/2005		M		30,000 A \$ 2.125	457,272	D
Common Stock	02/16/2005		M		10,000 A \$ 2.125	467,272	D
Common Stock	02/16/2005		M		10,000 A \$ 1.625	477,272	D
Common Stock	02/16/2005		M		30,000 A \$ 2.375	507,272	D
Common Stock	02/16/2005		M		10,000 A \$ 3.56	517,272	D

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Common Stock	02/16/2005	M	25,000	A	\$ 2.75	542,272	D
Common Stock	02/16/2005	M	25,000	A	\$ 3.05	567,272	D
Common Stock	02/16/2005	M	10,000	A	\$ 4	577,272	D

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

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(9-02)

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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Employee Stock Option	\$ 2.125	02/16/2005		M		30,000	01/26/2002	01/26/2009	Common Stock 30,000
Employee Stock Option	\$ 2.125	02/16/2005		M		10,000	06/22/2002	06/22/2009	Common Stock 10,000
Employee Stock Option	\$ 1.625	02/16/2005		M		10,000	01/25/2003	01/25/2010	Common Stock 10,000
Employee Stock Option	\$ 2.375	02/16/2005		M		30,000	04/24/2003	02/24/2010	Common Stock 30,000
Employee Stock Option	\$ 3.56	02/16/2005		M		10,000	10/10/2003	10/10/2010	Common Stock 10,000
Employee Stock Option	\$ 2.75	02/16/2005		M		25,000	05/07/2004	05/07/2011	Common Stock 25,000
Employee Stock Option	\$ 3.05	02/16/2005		M		25,000	11/12/2004	11/12/2011	Common Stock 25,000

Employee
Stock
Option

Common
Stock

Employee
Stock
Option

\$ 4

02/16/2005

M

10,000

06/23/2004

06/23/2013

Common
Stock

10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSEN WALTER C C/O ACME UNITED CORP 1931 BLACK ROCK TURNPIKE FAIRFIELD, CT 06825	X	X	President and CEO	

Signatures

/s/ Walter C.
Johnsen

02/16/2005

__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).

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.