PENISTEN GARY D Form 5 February 12, 2003

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			OMB APPROVAL			
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	UNITED ST	ATES SECURITIES AND EXCHANG Washington, DC 20549	EE COMMISSION			
		FORM 5				
	ANNUAL STA	TEMENT OF CHANGES IN BENEFI	CIAL OWNERSHIP			
	Section 17(a) of t	tion 16(a) of the Securitie he Public Utility Holding C (h) of the Investment Compa	Company Act of 1935 or			
_	Check box if no long may continue. See In		orm 4 or Form 5 obligations			
_	Form 3 Holdings Repo	rted				
X	Form 4 Transactions	Reported				
1.	Name and Address of	Reporting Person*				
	Penisten	Gary	Dean			
	(Last)	(First)	(Middle)			
	1931 Black Rock Turn	pike				
		(Street)				
	Fairfield	CT	06825			
	(City)	(State)	(Zip)			
2.	Issuer Name and Tick	er or Trading Symbol				
	Acme United Corporat	ion (ACU)				
3.	I.R.S. Identificatio	n Number of Reporting Perso	on, if an Entity (Voluntary)			
4.	Statement for Month/	Year				
	December 31, 2002					

^{5.} If Amendment, Date of Original (Month/Year)

	Relationship of Reporting Person(s) to Issuer (Check all applicable)							
X Director X Officer (gi	ve title belo	ow)	_ 10% Owner _ Other (spe	cify below;	1			
Chairman								
7. Individual or Jo	Individual or Joint/Group Filing (check applicable line)							
X Form filed _ Form filed								
Table I		ive Securities	s Acquired, Dispwned	osed of,				
	2.	2A. Deemed Execution Date, if any (mm/dd/yy)		4. Securities Acquir or Disposed of (I (Instr. 3, 4 and))	5. Amo Sec Ber Owr	
1. Title of Security (Instr. 3)	Trans- action Date (mm/dd/yy)		3. Transaction Code (Instr. 8)	Amount	(A) or (D)	Price	at of Fis (Ir	
Common Stock	11/24/1999		A5*	47 , 287	А		101	
Common Stock (Nathaniel D. Martin Ugma NY)	12/17/2002		*See below	500	D		101	
				.========				

* If the form is filed by more than one reporting person, see instruction $4\,(b)\,(v)$.

Note: Transferred Trusteeship to his Aunt.

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(Over) SEC 2270 (09-02)

FORM 5 (continued)

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

	2. Conversion or Exercise		3A. Deemed	4. Trans- action Code (Instr.	of(D)		Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of	of Deriv- ative Secur-	Trans- action Date (mm/dd/	ion Date if any (mm/dd/							Amount or
Derivative Security (Instr. 3)					4 and 5)	Exer-	Expira- tion Date	Title	Number of
Stock Option	2.90	4/23/01		A5*	7,500		4/23/01	4/22/11	Common Stock	7,500
Stock Option	4.20	4/22/02		A5*	2,500		4/22/02	4/21/12	Common Stock	2,500

Explanation of Responses:

/s/ Gary D. Penisten January 21, 2003

**Signature of Reporting Person Date

** 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.

 $^{^{\}star}$ All transactions were reported to shareholders in the proxy statement for the year in which the

If space provided is insufficient, see Instruction 6 for procedure.

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