MYERS INDUSTRIES INC
Form 4/A
March 05, 2014

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORR JOHN C

(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)
03/03/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2014

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	03/03/2014		M[1]		5,737	A	$ 12.55	37,155	D	
Common Stock	03/03/2014		S[2]		5,737	D	$ 21.13 [4]	31,418	D	
Common Stock	03/03/2014		J		38,400 [8]	A	$ 0	69,818	D	
Common Stock	03/03/2014		F		17,127 [7]	D	$ 0	52,691	D	
Common Stock	03/03/2014		J		15,433 [9]	A	$ 0	68,124	D	

Common Stock	03/03/2014	F	7,221 (7)	D	$ 0	60,903	D	
Restricted Stock Award	03/03/2014	J	38,400	D	$ 0	28,150 (6)	D	
Common Stock						63,212	I	By Spousal Trust

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(10)	03/03/2014		J			15,433 (9)	(10)	(10)	Common Stock	15,433
Common Stock Option	$ 12.55	03/03/2014		M(1)			5,737	(5)	04/23/2018	Common Stock	5,737

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORR JOHN C 1293 SOUTH MAIN STREET AKRON, OH 44301	X		President and CEO	

Signatures

/s/ Megan L. Mehalko pursuant to POA dated 10/25/06 and filed 4/25/08	03/05/2014

**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).
(1)	The exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan, entered into November 21, 2013
(2)	The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan, entered into November 21, 2013
(3)	Mr. Orr exercised stock options for 5,737 shares at an exercise price of 12.55
(4)	The sale price is a weighted average for the sale transaction. The sales prices range from a low of $21.26 per share to a high of $22.15
(5)	The exercise rights vested in three equal annual installments beginning April 23, 2009
(6)	The forfeiture provisions with respect to 28,150 of these Restricted Stock Awards lapse in 2015 if John Orr is still employed by Myers Industries, Inc. on the anniversary date of the grant.
(7)	Represents a disposition of shares to Myers Industries, Inc. Such disposition is exempt under Section 16(b) under Rule 16b-3(e).
(8)	38,400 shares of restricted stock vested on March 3, 2014.
(9)	15,433 Restricted Stock Units vested on March 3, 2014.
(10)	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.

Remarks:

The date of Earliest Transaction has been revised to state 3/3/14 and the Signature Date has been revised to state 3/5/14.

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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