

MYERS INDUSTRIES INC

Form 4

March 05, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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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(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)

02/25/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/03/2014                              |                                                             | M <sup>(1)</sup>                        | V Amount (A) or (D) Price<br>5,737 A \$ 12.55                           | 37,155                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/03/2014                              |                                                             | S <sup>(2)</sup>                        | 5,737 D \$ 21.13<br>(4)                                                 | 31,418                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/03/2014                              |                                                             | J                                       | 38,400<br>(8) A \$ 0                                                    | 69,818                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/03/2014                              |                                                             | F                                       | 17,127<br>(7) D \$ 0                                                    | 52,691                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/03/2014                              |                                                             | J                                       | 15,433<br>(9) A \$ 0                                                    | 68,124                                                                                                             | D                                                                    |                                                                   |

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|                        |            |   |              |   |      |            |   |                  |
|------------------------|------------|---|--------------|---|------|------------|---|------------------|
| Common Stock           | 03/03/2014 | F | 7,221<br>(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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | 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<br>1293 SOUTH MAIN STREET<br>AKRON, OH 44301 | X             |           | President and CEO |       |

## Signatures

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

02/27/2014

\_\_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.

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.