

MYERS INDUSTRIES INC  
Form 4  
January 05, 2016

**FORM 4**

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

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).

**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 \*  
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)  
12/31/2015

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)  
Former Officer and Director

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/31/2015		M		15,433 (1)	A	\$ 0 42,599 D
Common Stock	12/31/2015		F		7,810 (2)	D	\$ 0 34,789 D
Common Stock	12/31/2015		M		11,234 (3)	A	\$ 0 46,023 D
Common Stock	12/31/2015		F		5,685 (2)	D	\$ 0 40,338 D
Common Stock	12/31/2015		M		10,733 (5)	A	\$ 0 51,071 D

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Common Stock	12/31/2015	F	5,570 (2)	D	\$ 0	45,501	D	
Common Stock						59,837	I	By Spousal Trust

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(7)	12/31/2015		M	15,433 (1)	(7) (7)	Common Stock	15,433	
Restricted Stock Unit	(7)	12/31/2015		M	11,234 (3)	(7) (7)	Common Stock	22,467	
Restricted Stock Unit	(7)	12/31/2015		M	10,733 (5)	(7) (7)	Common Stock	32,200	

## Reporting Owners

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

## Signatures

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

01/05/2016

\*\*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).

On March 1, 2013, the Company granted 46,300 Restricted Stock Units, with one-third of the Restricted Stock Units to vest on each of

(1) March 1, 2014, 2015, and 2016. Mr. Orr retired effective December 31, 2015, causing the acceleration of the vesting and the payment for the Restricted Stock Units in the form of Common Stock of the remaining 15,433 Restricted Stock Units.

(2) Represents a disposition of shares to the Company. Such disposition is exempt under Section 16(b) under Rule 16b-3(e).

On March 7, 2014, the Company granted 33,700 Restricted Stock Units, with one-third of the Restricted Stock Units to vest on each of March 7, 2015, 2016, and 2017. Mr. Orr retired effective December 31, 2015, causing the acceleration of the vesting, and the payment for

(3) the Restricted Stock Units in the form of Common Stock, of 11,234 of the Restricted Stock Units. The remaining 11,233 Restricted Stock Units vested, however payment in the form of Common Stock for those shares will be delayed for six months pursuant to the operation of Internal Revenue Code Section 409A.

(4) Of the 22,467 Restricted Stock Units from the March 7, 2014 grant that vested, payment in the form of Common Stock for 11,233 of those Restricted Stock Units will be delayed for six months pursuant to the operation of Internal Revenue Code Section 409A.

On March 5, 2015, the Company granted 32,200 Restricted Stock Units, with one-third of the Restricted Stock Units to vest on each of March 5, 2016, 2017, and 2018. Mr. Orr retired effective December 31, 2015, causing the acceleration of the vesting, and the payment for

(5) the Restricted Stock Units in the form of Common Stock, of 10,733 of the Restricted Stock Units. The remaining 21,467 Restricted Stock Units vested, however payment in the form of Common Stock for those Restricted Stock Units will be delayed for six months pursuant to the operation of Internal Revenue Code Section 409A.

(6) Of the 32,200 Restricted Stock Units from the March 5, 2015 grant that vested, payment in the form of Common Stock for 21,467 of those Restricted Stock Units will be delayed for six (6) months pursuant to the operation of Internal Revenue Code Section 409A.

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

(7) made with respect to the Restricted Stock Unit. Subject to the instances of acceleration detailed above, 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.

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