



[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01   Entry into a Material Definitive Agreement

Mr. Wiskind was employed by the Company as an executive officer through December 30, 2004. Effective February 22, 2005, Mr. Wiskind entered into a settlement agreement with the Company regarding claims made by him in December 2004. The agreement required that he retire effective April 20, 2005 and grant the Company a two year non-competition agreement. Under the settlement agreement, the Company is to pay him \$704,000 on April 20, 2005, and an additional \$250,000 under a non-qualified, non-funded supplemental compensation agreement whereby as of May 1, 2005, the Company will pay him \$25,000 per year for ten years. In 2004, the Company accrued the amount of \$924,000 for these payments. Mr. Wiskind currently serves as a director of the Company, whose term expires on April 20, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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Myers Industries, Inc.

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(Registrant)

DATE February 22, 2005

By: /s/ Kevin C. O'Neil

Kevin C. O'Neil

Vice President, General Counsel