

MYERS STEPHEN E  
Form SC 13D/A  
March 02, 2009

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A  
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(a)  
(Amendment No. 2)  
Myers Industries, Inc.**

(Name of Issuer)

Common Stock, no par value

628464109

(Title of class of securities)

(CUSIP number)

Megan L. Mehalko, Benesch, Friedlander, Coplan & Aronoff LLP  
200 Public Square, Suite 2300, Cleveland, Ohio 44114, (216) 363-4500

(Name, address and telephone number of person authorized to receive notices and communications)

March 2, 2009

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

(Continued on following pages)

(Page 1 of 4 pages)

CUSIP No. 628464109

13D

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NAME OF REPORTING PERSONS:

1 Stephen E. Myers

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON [ENTITIES ONLY]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2  
(a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS:

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States of America

SOLE VOTING POWER:

7

NUMBER OF 2,067,475

SHARED VOTING POWER:

SHARES 8  
BENEFICIALLY OWNED BY 758,322\*\*

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER:  2,067,475
WITH	<b>10</b>	SHARED DISPOSITIVE POWER:  758,322**

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
  
2,825,797

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  
  
\*

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
  
8.0%

**14** TYPE OF REPORTING PERSON:  
  
IN

\* Excludes 16,775  
Common Shares  
held by  
Mr. Myers  
spouse, for  
which he  
disclaims  
beneficial  
ownership.

\*\* Mr. Myers  
shares voting  
power and  
dispositive  
power with  
respect to:  
(i) 253,021  
Common Shares  
held by The  
Louis S. Myers

& Mary S.  
Myers  
Foundation (the  
Foundation ), of  
which  
Mr. Myers is a  
trustee;  
(ii) 25,500  
Common Shares  
held by  
Semantic  
Foundation  
( Semantic ), of  
which  
Mr. Myers is a  
trustee; and  
(iii) 479,801  
Common Shares  
held by MSM &  
Associates, LP  
(the  
Partnership ), of  
which  
Mr. Myers is a  
shareholder of  
the Partnership.  
Mr. Myers may  
be deemed to  
have beneficial  
ownership of  
the shares held  
by the  
Foundation,  
Semantic and  
the Partnership  
as a result of his  
position with  
such  
organizations,  
although  
Mr. Myers  
disclaims  
beneficial  
ownership of  
such shares to  
the extent he  
does not hold a  
pecuniary  
interest with  
respect to such  
shares.



This Amendment No. 2 is filed by Stephen E. Myers and amends the Schedule 13D previously filed by Mr. Myers with the Securities and Exchange Commission (the SEC ) on February 12, 1999 and later amended on April 24, 2007 ( Schedule 13D ), relating to the common stock, no par value per share (the Common Shares ) of Myers Industries, Inc. ( Myers or the Issuer ). The purpose of this Amendment No. 2 to Schedule 13D is to amend the Purpose of the Transaction and the Interest in Securities of the Issuer sections of the Schedule 13D filed by Mr. Myers. The information below supplements the information previously reported.

Item 2. Identity and Background.

Mr. Myers is Director and Chairman of the Board of Directors of Myers. As of May 1, 2005, Mr. Myers no longer was the President and Chief Executive Officer of Myers.

Item 4. Purpose of Transaction.

In connection with the termination of the merger agreement by and among MYEH Corporation, a Delaware corporation (the Parent ), MYEH Acquisition Corporation, an Ohio corporation, and the Issuer (the Merger Agreement ) on April 3, 2008, the voting agreement between Stephen E. Myers, Mary S. Myers, Semantic Foundation, Louis S. Myers & Mary S. Myers Foundation and MSM & Associates Limited Partnership and Parent, dated as of April 24, 2007 (the Voting Agreement ) terminated in accordance with its terms.

The foregoing statement is subject to, and qualified in its entirety by, the full text of the Merger Agreement and the Voting Agreement, which were filed as Exhibit 1 and Exhibit 2, respectively, to the Schedule 13D previously filed by Mr. Myers on April 24, 2007, and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) Items 7 through 11 and 13 of the cover page of this Schedule 13D which relate to the ownership of Common Shares by Mr. Myers are hereby incorporated by reference in this response.

(b) Items 7 through 10 of the cover page of this Schedule 13D which relate to Mr. Myers voting and dispositive power with respect to the Common Shares which he beneficially owns are hereby incorporated by reference in this response.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Mr. Myers no longer has any understandings, arrangements, relationships of contracts relating to the Issuer's Common Shares which are required to be described hereunder.

Item 7. Materials to be Filed as Exhibits.

None.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 2, 2009

/s/ Stephen E. Myers

STEPHEN E. MYERS

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