

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

Page 2 of 4 pages

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 BENEFICIALLY OWNED BY 8 758,322**

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER:
2,067,475

WITH 10 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:
b*

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

4