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

FORM 10-Q

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission file number 001-07698

ACME UNITED CORPORATION
(Exact name of registrant as specified in its charter)

CONNECTICUT	06-0236700
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
60 ROUND HILL ROAD, FAIRFIELD, CONNECTICUT	06824
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (203) 254-6060

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes |X| No |_|

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes |_| No |X|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes |_| No |X|

Registrant had 3,482,833 shares outstanding as of October 28, 2005 of its $2.50 par value Common Stock.

ACME UNITED CORPORATION

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ACME UNITED CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(all amounts in thousands)

	September 30 2005 (unaudited)	December 31 2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 518	$ 1,888
Accounts receivable, less allowance	11,491	8,885
Inventories:		
Finished goods	10,770	7,739
Work in process	156	92
Raw materials and supplies	773	558
	11,699	8,389
Prepaid expenses and other current assets	595	485
Deferred income taxes	412	279
Total current assets	24,715	19,926
Property, plant and equipment:		
Land	153	251
Buildings	3,051	2,796
Machinery and equipment	6,305	6,102
	9,509	9,149
Less accumulated depreciation	6,750	6,853
	2,759	2,296
Other assets	758	656
Goodwill	89	89
Total assets	$ 28,321	$ 22,967

See notes to condensed consolidated financial statements.

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (continued)
(all amounts in thousands)

	September 30 2005 (unaudited)	December 31 2004
LIABILITIES		
Current liabilities:		
Accounts payable	$ 1,918	$ 2,316
Other accrued liabilities	5,285	4,682
Total current liabilities	7,203	6,999
Deferred income taxes	131	131
Long-term debt	6,587	1,434
Other	420	420
Total liabilities	14,341	8,983

STOCKHOLDERS' EQUITY		
Common stock, par value $2.50: authorized 8,000,000 shares; issued 4,150,324 shares in 2005 and 3,849,512 in 2004, including treasury stock	10,376	9,624
Treasury stock, at cost - 653,991 shares in 2005 and 436,091 shares in 2004	(5,076)	(1,875)
Additional paid-in capital	2,593	2,231
Retained earnings	6,890	5,034
Accumulated other comprehensive loss:		
Translation adjustment	(179)	(351)
Derivative financial instruments	(26)	(81)
Minimum pension liability	(598)	(598)
	(803)	(1,030)
Total stockholders' equity	13,980	13,984
Total liabilities and stockholders' equity	$ 28,321	$ 22,967

See notes to condensed consolidated financial statements.

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME
(UNAUDITED)
(all amounts in thousands, except per share amounts)

	Three Months Ended September 30		Nine Months Ended September 30	
	2005	2004	2005	2004
Net sales	$ 13,400	$ 11,595	$ 38,887	$ 32,460
Costs and expenses:				
Cost of goods sold	7,234	6,142	21,129	17,769
Selling, general and administrative expenses	4,159	3,739	12,455	10,288
Provision for loss on property demolition	1,500	-	1,500	-
	12,893	9,881	35,084	28,057
Income before non-operating items	507	1,714	3,803	4,403
Non-operating items:				
Interest expense	83	46	139	131
Other expense	86	52	232	126
	169	98	371	257
Income before income taxes	338	1,616	3,432	4,146
Income tax expense	138	599	1,268	1,662
Net income	200	1,017	2,164	2,484
Other comprehensive expense -				
Foreign currency translation	269	241	173	110
Change in fair value of derivative financial instrument	(2)	(46)	55	(46)
Comprehensive income	$ 467	$ 1,212	$ 2,392	$ 2,548
Basic earnings per share	$ 0.06	$ 0.30	$ 0.62	$ 0.74
Diluted earnings per share	$ 0.05	$ 0.26	$ 0.57	$ 0.66
Weighted average number of common shares outstanding-denominator used for basic per share computations	3,542	3,400	3,517	3,352
Weighted average number of dilutive stock options outstanding	298	442	296	387
Denominator used for diluted per share computations	3,840	3,842	3,813	3,739
Dividends declared per share	$ 0.03	$ 0.02	$ 0.05	$ 0.02

See notes to condensed consolidated financial statements

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(all amounts in thousands)

	Nine Months Ended September 30 2005	Nine Months Ended September 30 2004
Operating Activities:		
Net income	$ 2,164	$ 2,484
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation	400	352
Amortization	32	21
Deferred income taxes	(133)	20
Loss on disposal/sale of assets	61	34
Tax benefit on stock option exercise	300	-
Changes in operating assets and liabilities:		
Accounts receivable	(2,421)	(4,042)
Inventories	(3,448)	93
Prepaid expenses and other current assets	(118)	6
Other assets	-	39
Accounts payable	(381)	152
Other accrued liabilities	688	2,754
Total adjustments	(5,020)	(571)
Net cash (used) provided by operating activities	(2,856)	1,913
Investing Activities:		
Purchase of property, plant, and equipment	(1,165)	(330)
Purchase of patents and trademarks	(134)	(286)
Proceeds from sale of property, plant, and equipment	165	52
Net cash used by investing activities	(1,134)	(564)
Financing Activities:		
Net long-term borrowings (payments)	5,160	(1,451)
Distribution to stockholders	(263)	(71)
Purchase of 217,900 shares of common stock in 2005 and 46,830 shares of common stock in 2004 for treasury	(3,201)	(235)
Proceeds from exercise of stock options	813	663
Net cash provided (used) by financing activities	2,509	(1,094)
Effect of exchange rate changes	111	(24)
Net change in cash and cash equivalents	(1,370)	231
Cash and cash equivalents at beginning of period	1,888	1,250
Cash and cash equivalents at end of period	$ 518	$ 1,481

See notes to condensed consolidated financial statements

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Note 1 -- Basis of Presentation

In the opinion of management, the accompanying condensed consolidated financial statements include all adjustments necessary to present fairly the financial position, results of operations and cash flows. These adjustments are of a normal, recurring nature. However, the financial statements do not include all of the disclosures normally required by accounting principles generally accepted in the United States of America or those normally made in the Company's annual report on Form 10-K. Please refer to the Company's annual report on Form 10-K for the year ended December 31, 2004 for such disclosures. The condensed consolidated balance sheet as of December 31, 2004 was derived from the audited consolidated balance sheet as of that date. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

Note 2 -- Contingencies

The Company is involved from time to time in disputes and other litigation in the ordinary course of business, including certain environmental and other matters. The Company presently believes that none of these matters, individually or in the aggregate, would be likely to have a material adverse impact on financial position, results of operations, or liquidity from these matters.

Note 3 -- Pension

Components of net periodic pension cost are as follows for the periods ended:

	Three Months Ended		Nine Months Ended	
	September 30 2005	September 30 2004	September 30 2005	September 30 2004
Components of net periodic benefit cost:				
Interest cost	$ 51,057	$ 49,727	$ 153,172	$ 149,180
Service cost	8,750	8,750	$ 26,250	$ 26,250
Expected return on plan assets	(65,022)	(64,281)	$(195,067)	$(192,844)
Amortization of prior service costs	2,194	2,194	$ 6,582	$ 6,582
Amortization of actuarial gain	16,551	12,399	$ 49,653	$ 37,196
	$ 13,530	$ 8,789	$ 40,590	$ 26,364

Note 4 -- Accounting for Stock-Based Compensation

The Company has elected to adopt only the disclosure provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, and continues to measure costs for its employee stock compensation plans by using the accounting methods prescribed by APB Opinion No. 25, Accounting for Stock Issued to Employees, which allows that no compensation cost be recognized unless the exercise price of the options granted is less than the fair market value of the Company's stock at date of grant. Generally, no stock-based employee compensation cost is reflected in net income, as all options granted had an exercise price equal to the market value of the underlying common stock on the date of grant.

The following table illustrates the proforma effect on net income and earnings per share as if the Company had applied the fair value method under SFAS No. 123, Accounting for Stock Based Compensation, to stock-based employee compensation for the periods ended:

	Three Months Ended September 30		Nine Months Ended September 30	
	2005	2004	2005	2004
Net income, as reported	$ 200,101	$1,017,289	$2,164,000	$2,484,404
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related income tax effects	64,174	17,655	213,148	56,149
Pro forma net income	$ 135,927	$ 999,634	$1,950,852	$2,428,255

Basic-as reported	$ 0.06	$ 0.30	$ 0.62	$ 0.74
Basic-pro forma	$ 0.04	$ 0.29	$ 0.55	$ 0.72
Diluted-as reported	$ 0.05	$ 0.26	$ 0.57	$ 0.66
Diluted-pro forma	$ 0.04	$ 0.26	$ 0.51	$ 0.65

Note 5 -- Long Term Debt and Capital Structure

The Company's revolving loan agreement provides for borrowing up to $10 million with a maturity of the agreement in June 2007. At September 30, 2005 and December 31, 2004, the Company had borrowings of $6,533,500 and $1,208,000, respectively. Based on the scheduled maturity date, the Company has classified the borrowings at September 30, 2005 as long-term. The borrowings at December 31, 2004 have been reclassified to conform to the current year classification.

During the first nine months of 2005, the Company issued 300,812 shares of common stock with proceeds of $813,639 upon the exercise of outstanding stock options. The Company also repurchased 217,900 shares of common stock for treasury. The shares were purchased at fair market value, with a total cost to the Company of $3,201,859.

Note 6 -- Business Combination

On May 28, 2004, the Company purchased Clauss Cutlery, a division of Alco Industries, Inc.. The purchase price was the aggregate value of inventory, trademarks and brand names totaling $446,754. Included in the accompanying Statement of Operations for the three and nine months ended September 30, 2005 is the operations of the acquired business. Sales for Clauss products for the three and nine months ended September 30, 2005 were $707,000 and $2,457,000, respectively. Sales of Clauss products for three and nine months ended September 30, 2004 were $682,000 and $878,000, respectively. Sales figures for 2004 are from the date of acquisition. In accordance with Regulation S-X, proforma information for the nine months ended September 30, 2004 is not provided because of the immateriality of the transaction.

Note 7 -- Non-Recurring Charge

The Company is the owner of certain commercial property located in Bridgeport, Connecticut. Buildings, totaling approximately 150,000 square feet, are located on this property. The Company ceased using the property as a manufacturing facility in 1996 and the property has a zero carrying value. In October 1998, the Company leased the property to a commercial tenant for a term of 24 years. The lease had provided for the payment of one dollar ($1.00), per year as base rent and required that the tenant pay all taxes, insurance and other expenses in connection with the property. The lease also had granted the tenant an option to purchase the property for one dollar. Since then the tenant has leased several of the buildings to subtenants primarily for use as commercial warehouses.

In July 2005, one of the buildings at the property sustained serious roof damage. As a result of an inspection of the property by local authorities, the Company received notice that it must either repair certain portions of the damaged building and two others or demolish them because of unsafe conditions. As a result of discussions between the Company and the tenant regarding the required actions, the Company and the tenant agreed to terminate the lease; the Company also decided to pursue a plan to demolish all unoccupied structures on the property.

Pursuant to a Termination of Lease Agreement entered into by the Company and the tenant on September 16, 2005, the parties terminated this lease, effective September 1, 2005. The Company paid $400,000 and secured all rights to the subtenant rental agreements. The lease termination cost has been capitalized and will be amortized over the term of the rental agreements.

Several subtenants continue to occupy portions of the property and are paying rent presently totaling approximately $190,000 per year to the Company. In addition, the principal subtenant will pay a portion of the taxes and insurance expenses related to the property it leases.

In the quarter ended September 30, 2005, the Company accrued a charge of approximately $1.5 million related to the estimated cost to demolish the structures and remove certain environmentally hazardous material included in the buildings to be demolished. After the demolition is complete, the Company will explore the options to sell the property.

The Company has received preliminary information on the fair value of the property after the demolition plan has been completed and estimates that the fair value of the land, approximately six acres, is minimal. The estimated costs are based on a third party contractor's estimate. Adjustments to the cost will be recorded when better estimates or actual costs are known.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2. -- Results of Operations

Forward-Looking Information

The Company may from time to time make written or oral "forward-looking statements" including statements contained in this report and in other communications by the Company, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements of the Company's plans, objectives, expectations, estimates and intentions, which are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, in addition to others not listed, could cause the Company's actual results to differ materially from those expressed in forward looking statements: the strength of the domestic and local economies in which the Company conducts operations, changes in client needs and consumer spending habits, the impact of competition and technological change on the Company, the Company's ability to manage its growth effectively, including its ability to successfully integrate any business which it might acquire, and currency fluctuations. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

Net Sales

Traditionally, the Company's sales are stronger in the second and third quarters, and weaker in the first and fourth quarters of the fiscal year due to the seasonal nature of the back-to-school business. Consolidated net sales for the quarter ended September 30, 2005 were $13,400,000 compared with $11,595,000 for the same period in 2004, a 16% increase. Net sales for the first nine months of 2005 were $38,887,000 compared with $32,460,000 for the same period in 2004, a 20% increase. Excluding the favorable effect of currency gains in Canada and Europe, the net sales increase for the nine month period represented 18%. The sales increase was mainly driven by a 21% increase in U.S. sales and Hong Kong direct import sales due to market share gains and new product launches. Combined Europe and Canada sales were up 9% in local currency.

Gross Profit

Gross profit for the third quarter of 2005 was $6,166,000 (46.0% of net sales) compared to $5,453,000 (47.0% of net sales) for the third quarter of 2004. The lower gross margin as a percentage of net sales in the third quarter was due to increased raw material costs and a higher volume of airfreight costs as a result of demand of some items in excess of that originally anticipated. Gross profit for the first nine months of 2005 was $17,758,000 (45.7% of net sales) compared to $14,691,000 (45.3% of net sales) in the same period of 2004. The increased percentage of new products with higher gross margins and sales of a more profitable product mix in Europe were the main reasons for improved gross margins. Offsetting factors to the improved margins were increased raw material costs and a higher volume of airfreight costs.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses for the third quarter of 2005 were $4,159,000 (31% of net sales) compared with $3,739,000 (32% of net sales) for the same period of 2004, an increase of $420,000. SG&A expenses were 32% of net sales for the first nine months of 2005 and 32% in the comparable period of 2004. The majority of the increase in SG&A expenses relate to higher sales commission and freight costs associated with increased sales, investment in new products and the addition of sales, marketing, logistics and quality control personnel.

Interest Expense

Interest expense for the third quarter of 2005 was $83,000, compared with $46,000 for the same quarter of 2004. Interest expense for the first nine months of 2005 was $139,000, compared with $131,000 for the same period of 2004. The increase in interest expense was primarily the result of higher borrowings on the Company's bank revolving credit agreement.

Other Expense, Net

Net other expense was $86,000 in the third quarter of 2005 compared to net other expense of $52,000 in the third quarter of 2004. Net other expense was $232,000 for the first nine months of 2005 as compared to $126,000 for the same period of 2004. The change from 2004 is primarily due to higher foreign exchange transaction losses in 2005.

Non-Recurring Charge

During the third quarter 2005, the Company recorded a non-recurring charge of approximately $1,500,000 related to the required demolition of former manufacturing buildings.

The Company is the owner of certain commercial property located in Bridgeport, Connecticut. Buildings, totaling approximately 150,000 square feet, are located on this property. The Company ceased using the property as a manufacturing facility in 1996 and the property has a zero carrying value. In October 1998, the Company leased the property to a commercial tenant for a term of 24 years. The lease had provided for the payment of one dollar ($1.00), per year as base rent and required that the tenant pay all taxes, insurance and other expenses in connection with the property. The lease also had granted the tenant an option to purchase the property for one dollar. Since then the tenant has leased several of the buildings to subtenants primarily for use as commercial warehouses.

In July 2005, one of the buildings on the property sustained roof damage. As a result of an inspection of the damaged building by local authorities, the Company received notice that the Company must either repair certain portions of the damaged building and two others or demolish them because of unsafe conditions. As a result of discussions with the tenant regarding the required actions, the Company mutually agreed to terminate the lease; the Company also decided to demolish all unoccupied structures on the property.

Income Before Income Taxes

Income before income taxes was $338,000 in the third quarter of 2005 compared with $1,616,000 in the third quarter of 2004. Income before income taxes was $3,432,000 for the first nine months of 2005 compared with $4,146,000 in the first nine months of 2004. Pretax income for North America and Asia decreased by $1,055,000 for the first nine months of 2005 because of the loss on the Bridgeport property. The European operations had a net loss of $131,000 in the first nine months of 2005 compared to a net loss of $472,000 in the same period of 2004. The results of the European operations are improving due to higher sales and a more profitable product mix. The higher sales are primarily due to increases in the sales force and increases in advertising.

Income Taxes

The effective tax rate in the first nine months of 2005 was 37% compared to 40% in 2004. The lower effective tax rate is principally due to lower losses in Europe for which there is no recorded tax benefit because the losses in Europe cannot be utilized to offset earnings in other countries.

Net Income

Net income for the third quarter of 2005 was $200,000, or 5 cents per share (diluted), compared to a net income of $1,017,000, or 26 cents per share (diluted), for the same period of 2004. Net income for the first nine months of 2005 was $2,164,000, or 57 cents per share (diluted), compared to a net income of $2,484,000, or 66 cents per share (diluted), for the same period of 2004.

Financial Condition

Liquidity and Capital Resources

The Company's working capital, current ratio and long-term debt to equity ratio follow:

	September 30, 2005	December 31, 2004
Working capital	$ 17,512,157	$ 12,927,322
Current ratio	3.43	2.85
Long term debt to equity ratio	47.1%	10.3%

During the first nine months of 2005, total debt increased by $5,153,000 compared to total debt at December 31, 2004, principally as a result of $3,201,000 of repurchases of Company stock and the buildup of inventory in anticipation of future business.

During September 2004, the Company renewed its revolving loan agreement, which originally allowed for borrowings up to a maximum of $10,000,000 based on a borrowing base formula, which applied specific percentages to balances of accounts receivable and inventory. The renewal modified several terms of the original agreement, the most significant of which are reducing the interest rate to LIBOR plus 1.50% from LIBOR plus 1.75%, eliminating the borrowing base formula, allowing the Company to borrow up to $10,000,000, regardless of its inventory and receivable levels, and extending the maturity of the loan to June 30, 2007. As of September 30, 2005, $6,533,500 was outstanding and $3,466,500 was available for borrowing under this agreement.

Cash expected to be generated from operating activities, which together with funds available under its existing loan agreement, are expected, under current conditions, to be sufficient to finance the Company's planned operations over the next twelve months. Over that same period, the Company does not expect to make significant investments in property, plant and equipment.

The demolition costs of $1,500,000 related to the former manufacturing site will be paid with funds borrowed under the Company's existing revolving credit facility.

Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123 (revised 2004) ("SFAS 123 (R)"), "Share-Based Payment", which revised SFAS No. 123, "Accounting for Stock-Based Compensation". This statement supercedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". The revised statement addresses the accounting for share-based payment transactions with employees and other third parties, eliminates the ability to account for share-based compensation transactions using APB 25 and requires that the compensation costs relating to such transactions be recognized in the consolidated statement of operations. The revised statement is effective as of the first annual period beginning after June 15, 2005. Acme will adopt the statement on January 1, 2006 as required. The impact of adoption of SFAS 123 (R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had Acme adopted SFAS 123 in prior periods, the impact of that standard would have approximated the impact of Statement 123 as described in the disclosure of pro forma net income and net income per share in the stock-based compensation accounting policy note included in Note 4 to the condensed consolidated financial statements.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4," to clarify that abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage) should be recognized as current period charges, and that fixed production overheads should be allocated to inventory based on normal capacity of production facilities. This statement is effective for Acme's fiscal year 2006. We do not expect the adoption of this standard to have a material effect on our financial position, results of operations or cash flows.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

There are no material changes in market risks as disclosed in our annual Report on Form 10-K for the year ended December 31, 2004.

Item 4. Controls and Procedures

(a) Evaluation of Internal Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures, which included inquiries made to certain other of our employees. Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have each concluded that, as of September 30, 2005, our disclosure controls and procedures were effective and sufficient to ensure that we record, process, summarize and report information required to be disclosed by us in our periodic reports filed under the Securities and Exchange Commission's rules and forms.

(b) Changes in Internal Control over Financial Reporting

During the quarter ended September 30, 2005, there were no changes in our internal control over financial reporting that materially affected, or was reasonably likely to materially affect, this control.

PART II. OTHER INFORMATION

Item 1 -- Legal Proceedings

The Company is involved from time to time in disputes and other litigation in the ordinary course of business, including certain environmental and other matters. The Company presently believes that none of these matters, individually or in the aggregate, would be likely to have a material adverse impact on financial position, results of operations, or liquidity from these matters.

Item 2 -- Unregistered Sales of Equity Securities and Use of Proceeds

(c) On July 23, 2003, the Company announced a stock repurchase program of up to 150,000 shares. In April, 2005, all shares available under this program had been repurchased. On March 30, 2005, the Company announced a further stock repurchase program of up to 150,000 shares. The new program does not have an expiration date. The following table discloses the total shares repurchased under these programs for the quarter ended September 30, 2005:

Total Number of shares Purchased as Part of Publicly	Maximum Number of Shares that can

Period	Total Number of Shares Purchased	Average Price Paid per Share	Announced Program	be Purchased Under the Program
July	-	-	-	
August	14,000	16.35	14,000	
September	57,900	13.30	57,900	
	71,900	13.89	71,900	-

Item 3. -- Defaults Upon Senior Securities

None

Item 4 -- Submission of Matters to a Vote of Security Holders

None.

Item 5 -- Other Information

None.

Item 6 -- Exhibits

Documents filed as part of this report.

Exhibit 10.6 Modification to Revolving Promissory Note and Revolving Credit and Security Agreement, and Reaffirmation of Guaranty

Exhibit 31.1 Certification of Walter C. Johnsen pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2 Certification of Paul G. Driscoll pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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 thereunto duly authorized.

ACME UNITED CORPORATION

By /s/ WALTER C. JOHNSEN

Walter C. Johnsen
President and
Chief Executive Officer

Dated: November 14, 2005

By /s/ PAUL G. DRISCOLL

Paul G. Driscoll
Vice President and

Chief Financial Officer

Dated: November 14, 2005

Exhibit 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, WALTER C. JOHNSEN, certify that:

I have reviewed this Quarterly Report on Form 10-Q of Acme United Corporation;

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By /s/ WALTER C. JOHNSEN

Walter C. Johnsen
President and
Chief Executive Officer

Dated: November 14, 2005

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, PAUL G. DRISCOLL, certify that:

I have reviewed this Quarterly Report on Form 10-Q of Acme United Corporation;

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By /s/ PAUL G. DRISCOLL

Paul G. Driscoll
Vice President and
Chief Financial Officer

Dated: November 14, 2005

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned officer of Acme United Corporation (the "Company") hereby certifies to my knowledge that the Company's quarterly report on Form 10-Q for the quarterly period ended September 30, 2005 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be a part of the Report or "filed" for any purpose whatsoever.

By /s/ WALTER C. JOHNSEN

Walter C. Johnsen
President and
Chief Executive Officer

Dated: November 14, 2005

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Acme United Corporation and will be retained by Acme United Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned officer of Acme United Corporation (the "Company") hereby certifies to my knowledge that the Company's quarterly report on Form 10-Q for the quarterly period ended September 30, 2005 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed a part of the Report or "filed" for any purpose whatsoever.

By /s/ PAUL G. DRISCOLL

Paul G. Driscoll
Vice President and
Chief Financial Officer

Dated: November 14, 2005

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Acme United Corporation and will be retained by Acme United Corporation and furnished to the Securities and Exchange Commission or its staff upon request.