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

FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): March 17, 2011

ACME UNITED CORPORATION

(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction of incorporation or organization)

001-07698 (Commission file number) 06-0236700 (I.R.S. Employer Identification No.)

60 Round Hill Road, Fairfield, Connecticut

(Address of principal executive offices)

06824 (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:		
_]	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)	
_]	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
_]	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
_]	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	
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ITEM 5.02. Departure of Directors of Certain Officers; Election of Directors: Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 11, 2011, the Board of Directors of Acme United Corporation (the "Company") on the recommendation of its Compensation Committee, approved an amendment to Section 17, captioned "Effect of Merger or Other Reorganization," of the Company's Employee Stock Option "Plan" ("Section 17"). Section 17 provided that, if the Company is acquired, sells substantially all of its assets, or is a party to a merger or other reorganization in which it is not the surviving corporation (each a "Transaction"), then each option outstanding under the Plan would be exercisable during the sixty-day period commencing upon the date the shareholders of the Company approve the Transaction.

The amendment to Section 17, which applies only to options to purchase shares authorized for issuance under the Plan by shareholder action taken on or after April 25, 2011, modified the timing of the acceleration of outstanding options in connection with a Transaction. The amendment provides that such options would fully vest and become fully exercisable upon the occurrence of a Transaction (and not upon shareholder approval of the Transaction).

The Board of Directors believes that the amendment of Section 17 of the Plan brings Section 17 into conformity with good compensation and governance practices. In addition, as a result of the amendment, the Company would not have to incur stock compensation expense as a result of the acceleration of the options in advance of the occurrence of a Transaction, the closing of which would be likely to be subject to various contingencies.

A copy of Section 17 of the Plan, as amended, appears as Exhibit 99 to this report and is incorporated by reference in this Item 5.02. A copy of the full Plan has been previously filed as Exhibit 10.3 to the Company's Annual Report on Form 10-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number Description

99.1 Amendment to the Company's Employee Stock Option

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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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ACME UNITED CORPORATION

Dated: March 17, 2011

Ву	/s/ Walter C. Johnsen
	Walter C. Johnsen
	Chairman and
	Chief Executive Officer
Dated:	March 17, 2011
Ву	/s/ Paul G. Driscoll
	Paul G. Driscoll
	Vice President and
	Chief Financial Officer

Exhibit 99.1

Section 17 of the Employee Stock Option Plan has been amended to send in its entirety as follows:

17. EFFECT OF MERGER OR OTHER REORGANIZATION

If the Corporation shall be the surviving corporation in a merger or other reorganization, an Option shall extend to stock and securities of the Corporation to the same extent that a holder of that number of Shares immediately before the merger or consolidation corresponding to the number of Shares covered by the Option would be entitled to have or obtain stock and securities of the Corporation under the terms of the merger or consolidation. If the Corporation dissolves, sells substantially all of its assets, is acquired in a stock for stock or securities exchange, or is a party to a merger or other reorganization in which it is not the surviving corporation (each of the foregoing being referred to as a "Transaction"), then each Option shall fully vest and become fully exercisable commencing upon the date the action of the shareholders (or the Board if shareholders' action is not required) is taken to approve the Transaction and thereafter may be exercised for a period of sixty (60) days, and, upon the expiration of that period, all Options and all rights thereto shall automatically terminate; provided, however, that each Option to purchase shares authorized for issuance under the Plan by shareholder action taken on or after April 25, 2011, shall, instead, fully vest and become fully exercisable upon the occurrence of a Transaction and thereafter may be exercised for a period of sixty (60) days, and, upon the expiration of that period, each such Option and all rights thereto shall automatically terminate.