

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* JOHNSEN WALTER C (Last) (First) (Middle) C/O ACME UNITED CORP 1931 BLACK ROCK TURNPIKE (Street) FAIRFIELD CT 06825 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ACME UNITED CORP [ACU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2005		M		30,000	A	\$2.125	457,272	D	
Common Stock	02/16/2005		M		10,000	A	\$2.125	467,272	D	
Common Stock	02/16/2005		M		10,000	A	\$1.625	477,272	D	
Common Stock	02/16/2005		M		30,000	A	\$2.375	507,272	D	
Common Stock	02/16/2005		M		10,000	A	\$3.56	517,272	D	
Common Stock	02/16/2005		M		25,000	A	\$2.75	542,272	D	
Common Stock	02/16/2005		M		25,000	A	\$3.05	567,272	D	
Common Stock	02/16/2005		M		10,000	A	\$4	577,272	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$2.125	02/16/2005		M			30,000	01/26/2002	01/26/2009	Common Stock	30,000	\$2.125	130,000	D	
Employee Stock Option	\$2.125	02/16/2005		M			10,000	06/22/2002	06/22/2009	Common Stock	10,000	\$2.125	120,000	D	
Employee Stock Option	\$1.625	02/16/2005		M			10,000	01/25/2003	01/25/2010	Common Stock	10,000	\$1.625	110,000	D	
Employee Stock Option	\$2.375	02/16/2005		M			30,000	04/24/2003	02/24/2010	Common Stock	30,000	\$2.375	80,000	D	
Employee Stock Option	\$3.56	02/16/2005		M			10,000	10/10/2003	10/10/2010	Common Stock	10,000	\$3.56	70,000	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$2.75	02/16/2005		M			25,000	05/07/2004	05/07/2011	Common Stock	25,000	\$2.75	45,000	D	
Employee Stock Option	\$3.05	02/16/2005		M			25,000	11/12/2004	11/12/2011	Common Stock	25,000	\$3.05	20,000	D	
Employee Stock Option	\$4	02/16/2005		M			10,000	06/23/2004	06/23/2013	Common Stock	10,000	\$4	10,000	D	

Explanation of Responses:

/s/ Walter C. Johnsen

02/16/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.