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Proposals. The By-Laws as so amended are attached as an exhibit to this Report and are incorporated by reference herein.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01. Financial Statements and Exhibits.

3.2(ii) By-Laws of the Company (as amended through February 28, 2006).

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.

ACME UNITED CORPORATION

By /s/ WALTER C. JOHNSEN

 Walter C. Johnsen
 President and
 Chief Executive Officer

Dated: March 3, 2006

By /s/ PAUL G. DRISCOLL

 Paul G. Driscoll
 Vice President and
 Chief Financial Officer

Dated: March 3, 2006

EXHIBIT INDEX

Exhibit Number -----	Description -----
3.2(ii)	By-Laws of the Company (as amended through February 28, 2006).