#### HOLDEN RICHMOND Y JR

Form 5 February 12, 2003

O	MB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

#### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

- |\_| Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |\_| Form 3 Holdings Reported |X| Form 4 Transactions Reported 1. Name and Address of Reporting Person\* Holden, Jr. Richmond (Last) (First) (Middle) 1931 Black Rock Turnpike \_\_\_\_\_\_ (Street) Fairfield CT \_\_\_\_\_\_ (Zip) (City) (State) 2. Issuer Name and Ticker or Trading Symbol Acme United Corporation (ACU) 3. I.R.S. Identification Number of Reporting Person, if an Entity (Voluntary) Statement for Month/Year December 31, 2002
- 5. If Amendment, Date of Original (Month/Year)

6.	Relationship c	of Reporting Per Dicable)	rson(s) to Iss	suer				
	X  Director  _  Officer (	give title belo	wc)	_  10% Owner  _  Other (spe	ecify below)			
7.	X  Form file	Joint/Group Filed by One Reported by More than	ing Person					
		Non-Derivat:		s Acquired, Dispwned				
		2.	2A. Deemed		4. Securities Acquire or Disposed of (D) (Instr. 3, 4 and 5			5. Amo Sec Ben Own
	e of Security	of Security Date	Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	Amount	(A) or (D)	Price	at of Fis (Ir
Comm	on Stock	11/24/1999		A5*	5,472	A 		5 <b>,</b> 4
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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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(Over) SEC 2270 (09-02)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conversion or Exercise Price of Deriv-	3. Trans-	3A. Deemed Execut- ion	Trans-	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
Derivative	ative Secur-	action Date (mm/dd/ yy)	Date if any (mm/dd/yy)	Code (Instr. 8)	(Instr. 4 and 5  (A)	)	Date Exer-	Expira- tion	Title	or Number of Shares
Stock Option	5.1875	4/27/98		A5*	10,000		4/27/01	4/27/08	Common Stock	10,000
Stock Option	2.156	4/27/99		A5*	2 <b>,</b> 500		4/27/99	4/27/09	Common Stock	2,500
Stock Option	2.375	4/21/00		A5*	2 <b>,</b> 500		4/21/00	4/21/10	Common Stock	2,500
Stock Option	2.90	4/24/01		A5*	7 <b>,</b> 500		4/24/01	4/24/11	Common Stock	7 <b>,</b> 500
Stock Option	4.20	4/22/02		A5*	2,500		4/22/02	4/22/12	Common Stock	2 <b>,</b> 500

Explanation of Responses:

/s/ Richmond Y. Holden, Jr. February 7, 2003

\*\*Signature of Reporting Person Date

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 provided is insufficient, see Instruction 6 for procedure.

<sup>\*</sup> All transactions were reported to shareholders in the proxy statement for the year in which the

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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