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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).