FIX ROGER L

Form 4 September 14, 2012

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

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FIX ROGER L

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

STANDEX INTERNATIONAL

(Check all applicable)

10% Owner

CORP/DE/ [SXI]

3. Date of Earliest Transaction

\_X\_\_ Director X\_ Officer (give title Other (specify

(Month/Day/Year) 09/13/2012

below) President/CEO

STANDEX INTERNATIONAL CORPORATION, 11 KEEWAYDIN DRIVE

(First)

(Middle)

(Zip)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SALEM, NH 03079-

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 31.92	09/13/2012		A(1)	9,537	09/13/2015	09/13/2015	Common Stock	9,537

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
FIX ROGER L					
STANDEY INTERNATIONAL CORPORATION					

STANDEX INTERNATIONAL CORPORATION 11 KEEWAYDIN DRIVE SALEM, NH 03079-

X President/CEO

# **Signatures**

/s/ Deborah A.
Rosen

\*\*Signature of Date

Reporting Person

# **Explanation of Responses:**

- \* 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).
- (1) Contingent purchase of Phantom Stock of the Company pursuant to the Long Term Incentive Plan vesting three years after the date of purchase in the form of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

CUSIP No. 628464109

NAMES OF REPORTING PERSONS

Ellen J. Myers

Reporting Owners 2

#### CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) o

(b) þ

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  $2(\mbox{d})$  OR  $2(\mbox{e})$ 

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 538

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 1,583,148\*

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 538

WITH SHARED DISPOSITIVE POWER

10

1,583,148\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1 583 /

11

1,583,686

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

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CUSIP No. 628464109 NAMES OF REPORTING PERSONS 1 Kathryn A. Myers CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2 (a) o (b) þ SEC USE ONLY 3 SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 o CITIZENSHIP OR PLACE OF ORGANIZATION 6 United States of America **SOLE VOTING POWER** 7 13,000 NUMBER OF **SHARES SHARED VOTING POWER** BENEFICIALLY 8 OWNED BY 1,583,148\*

SOLE DISPOSITIVE POWER

**EACH** 

**REPORTING** 

9

PERSON 13,000

WITH SHARED DISPOSITIVE POWER

10

1,583,148\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,596,148

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

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<sup>\*</sup> As co-trustees of the Mary S. Myers Revocable Trust dated September 21, 1989, as amended (the Trust), Ellen J. Myers and Kathryn A. Myers (collectively, the Co-Trustees) share voting power and dispositive power with respect to the 1,583,148 Common Shares held by the Trust. Each Co-Trustee may be deemed to have beneficial ownership of the Common Shares held by the Trust as a result of her position with the Trust, although each Co-Trustee disclaims beneficial ownership of such shares to the extent that she does not have a pecuniary interest with respect to such shares.

This Amendment No. 1 is filed by the Trust and amends the Schedule 13D previously filed by the Trust with the Securities and Exchange Commission (the SEC) on January 27, 2009 (Schedule 13D) relating to the common stock, no par value per share (the Common Shares) of Myers Industries, Inc. (the Issuer). The purpose of this Amendment No. 1 to Schedule 13D is to amend the Interest in Securities of the Issuer section of the Schedule 13D filed by the Trust. The information below supplements the information previously reported.

- Item 5. Interest in Securities of the Issuer.
- (a) Items 7 through 11 and 13 of the cover page of this Schedule 13D, which relate to the ownership of Common Shares by each Reporting Person are hereby incorporated by reference in this response.
- (b) Items 7 through 10 of the cover page of this Schedule 13D, which relate to each Reporting Person s voting and dispositive power with respect to the Common Shares, that such Reporting Person owns are hereby incorporated by reference in this response.
- (c) In the period between January 27, 2009 when the Reporting Persons filed the Schedule 13D and October 22, 2009, the Trust periodically sold Common Shares in small increments in a series of open market transactions. In the period since October 22, 2009, the Trust sold 193,900 Common Shares held by the Trust in a series of open market sales for a weighted average price of \$9.29 per share.
- (e) Each Reporting Person ceased to be a beneficial owner of more than five percent of the Common Shares of the Issuer as of October 22, 2009.

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#### **SIGNATURE**

After reasonable inquiry and to the best of its or her knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2010 MARY S. MYERS REVOCABLE TRUST

DATED SEPTEMBER 21, 1989, AS

**AMENDED** 

By: /s/ Ellen J. Myers

Ellen J. Myers, its co-trustee

Dated: January 28, 2010 MARY S. MYERS REVOCABLE TRUST

DATED SEPTEMBER 21, 1989, AS

**AMENDED** 

By: /s/ Kathryn A. Myers

Kathryn A. Myers, its co-trustee

Dated: February 1, 2010 /s/ Ellen J. Myers

ELLEN J. MYERS

Dated: January 28, 2010 /s/ Kathryn A. Myers

KATHRYN A. MYERS

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