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DIXON TICONDEROGA CO  
Form 8-K  
March 15, 2004

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

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FORM 8-K  
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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

March 12, 2004

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Date of Report (Date of earliest event reported)

DIXON TICONDEROGA COMPANY

-----  
(Exact name of registrant as specified in its charter)

DELAWARE  
-----  
(State of  
Incorporation)

1-8689  
-----  
(Commission File  
Number)

23-0973760  
-----  
(IRS Employer I.D.  
Number)

195 INTERNATIONAL PARKWAY  
HEATHROW, FLORIDA 32746  
-----  
(Address of Principal Executive Offices) (Zip Code)

(407) 829-9000  
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(Registrant's telephone number, including area code)

Item 5. Other Events.  
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On March 12, 2004, the Company issued a press release, attached hereto as Exhibit 99-1, addressing the Company's execution of the Third Amendment to the Exclusivity Agreement with Jarden Corporation, which is attached hereto as Exhibit 99-2.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.  
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- (a) Not Applicable.
- (b) Not Applicable.
- (c) Exhibits

99-1 Press Release dated March 12, 2004

99-2 Third Amendment to Exclusivity Agreement dated  
March 12, 2004

SIGNATURES  
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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.

DIXON TICONDEROGA COMPANY

Dated: March 12, 2004  
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By: /s/ Richard A. Asta  
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Richard A. Asta  
Executive Vice President of Finance and  
Chief Financial Officer