MILLER PEGGY GORDON

Form 4

February 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MILLER PEGGY GORDON

2. Issuer Name and Ticker or Trading Symbol

SCHULMAN A INC [SHLM]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

929 HARVEY DUNN ST.

(Street)

(Month/Day/Year)

02/01/2006

Filed(Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

BROOKINGS, SD 57006

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

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

(Month/Day/Year)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

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

Common Stock

02/01/2006

Code V Amount (D) 2,000 A

\$0 9,500

(A)

or

D

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)

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1. Title of	2.	3. Transaction Date		4.	5. Number	6. Date Exer	cisable and	7. Title and A		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Expiration Date		Underlying Securities		Derivati		
Security	or Exercise		any	Code	Derivative	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D) Date	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of	
									Shares	
									2333700	
Phantom								Common		
Stock	<u>(3)</u>	02/01/2006		A	84.4	(4)	(4)	Common	84.4	\$ 21.5
Units (2)								Stock		
Omts <u>—</u>										

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
MILLER PEGGY GORDON 929 HARVEY DUNN ST. BROOKINGS, SD 57006	X						

Signatures

/s/ Aaron S. Berke, attorney in fact for Peggy G.
Miller
02/03/2006

**Signature of Reporting Person Date

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) Grant of restricted stock pursuant to the A. Schulman, Inc. 2002 Equity Incentive Plan (a Rule 16b-3 Plan), which vests in its entirety on February 1, 2010.
 - Pursuant to the A. Schulman, Inc. 2002 Equity Incentive Plan, directors may elect to defer all or a portion of their director fees by receiving Phantom Stock Units in lieu of such fees. The number of Phantom Stock Units received is calculated by dividing the amount of fees deferred by the closing price of the Common Stock of A. Schulman, Inc. (the "Company") on the last business day of the preceding
- (2) calendar year. Phantom Stock Units held by directors are credited with, and additional Phantom Stock Units are issued based on the amount of, dividends paid with respect to the Company's Common Stock from time to time. The Phantom Stock Units reflected in this Report were issued based on dividends paid with respect to the Company's Common Stock, which dividends were credited as of the dividend payment date to the Phantom Stock Units held by the Reporting Person.
- (3) 1-for-1
- (4) Phantom stock units are payable in cash following the termination of the Reporting Person's service as a director of the Company.

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.

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