

MITAROTONDA JAMES A
Form 4
April 13, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MITAROTONDA JAMES A

(Last) (First) (Middle)

C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCHULMAN A INC [SHLM]

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/11/2007		A		2,500	<u>A</u> (1)	\$ 0	4,500	D	
Common Stock	04/11/2007		P		5,391	A	\$ 21.9722	403,307	I	By Barington Investments, L.P. (2) (3)
Common Stock	04/12/2007		P		3,262	A	\$ 22	406,569	I	By Barington Investments, L.P. (2) (3)
Common Stock	04/11/2007		P		2,745	A	\$ 21.9722	964,695	I	By Barington Companies

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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. Transaction 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)	8. F. Derivative Securities (Instr. 3 and 4)
Common Stock		04/12/2007		P	6,459	A \$ 22 971,154	I	Offshore Fund, Ltd. <u>(2)</u> <u>(3)</u> By Barington Companies Offshore Fund, Ltd. <u>(2)</u> <u>(3)</u>
Common Stock		04/11/2007		P	14,821	A \$ 21.9722 593,739	I	By Barington Companies Equity Partners, L.P. <u>(2)</u> <u>(3)</u>
Common Stock		04/12/2007		P	4,169	A \$ 22 597,908	I	By Barington Companies Equity Partners, L.P. <u>(2)</u> <u>(3)</u>

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

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(9-02)

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. Transaction 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)	8. F. Derivative Securities (Instr. 3 and 4)
Restricted Stock Units <u>(4)</u>	<u>(5)</u>	04/11/2007		A	500	<u>(4)</u> 04/11/2010	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ James A.
Mitarotonda
04/13/2007

**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) The reported award represents a grant of restricted stock pursuant to the A. Schulman, Inc. 2006 Equity Incentive Plan ("Plan"). The restrictions on the common stock lapse with respect to 833 shares on each of April 11, 2008 and April 11, 2009 and with respect to 834 shares on April 11, 2010.
- (2) The Reporting Person's relationship to Barington Companies Equity Partners, L.P. ("Barington"), Barington Companies Offshore Fund, Ltd. ("Barington Fund") and Barington Investments, L.P. ("Barington Investments") is described in this footnote. The Reporting Person is the managing member of Barington Companies Investors, LLC ("Barington Investors"), which is the general partner of Barington. The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P. ("Barington Capital"). Barington Capital is the majority member of Barington Companies Advisors, LLC which is the general partner of Barington Investments. Barington Capital is also the majority member of Barington Investors as well as the investment advisor of the Barington Fund.
- (3) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (4) The reported award represents a grant of restricted stock units pursuant to the Plan. The restricted stock units will be settled for cash in an amount equal to the fair market value of a share of A. Schulman, Inc. common stock on the applicable vesting date. The restricted stock vests with respect to 166 restricted stock units on each of April 11, 2008 and April 11, 2009 and with respect to 167 restricted stock units on April 11, 2010.
- (5) 1-for-1

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