

MITAROTONDA JAMES A
Form 4
January 06, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
01/02/2009

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/02/2009		J ⁽¹⁾		68,495	D	<u>(2)</u> 694,915 ⁽³⁾	I	By Barington Companies Equity Partners, L.P. ⁽⁴⁾ ⁽⁵⁾
Common Stock	01/02/2009		J ⁽¹⁾		692,888	D	<u>(2)</u> 426,443	I	By Barington Companies Offshore Fund, Ltd. ⁽⁴⁾ ⁽⁵⁾
	01/05/2009		J ⁽¹⁾		41,738	D	<u>(2)</u> 653,177	I	

Common Stock								By Barington Companies Equity Partners, L.P. <u>(4)</u> <u>(5)</u>
Common Stock					484,713	I		By Barington Investments, L.P. <u>(4)</u> <u>(5)</u>
Common Stock					7,000	D		

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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.
Mitaratonda

01/06/2008

**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) Distributions to redeeming investors in Barington Companies Equity Partners, L.P. ("Barington") and Barington Companies Offshore Fund, Ltd. ("Barington Fund") of their pro rata ownership of common stock of A. Schulman, Inc.
- (2) Not applicable.
- (3) Includes 83,000 shares that were previously reported as indirectly owned by Barington Fund that were transferred to Barington in an exempt transaction pursuant to Rule 16a-13.

- The Reporting Person's relationship to Barington, Barington Fund and Barington Investments, L.P. ("Barington Investments") is described in this footnote. The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group L.P., which is the majority member of Barington Companies Advisors, LLC, Barington Companies Investors, LLC and Barington Offshore Advisors II, LLC. Barington Companies Investors, LLC is the general partner of Barington. Barington Companies Advisors, LLC is the general partner of Barington Investments. Barington Offshore Advisors II, LLC is the investment advisor of Barington Fund.
- (4)

- The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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