SCHULMAN A INC

Form 4

October 27, 2009

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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Check this box

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * **GINGO JOSEPH M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SCHULMAN A INC [SHLM]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 10/26/2009

_X__ Director 10% Owner Other (specify X_ Officer (give title

below) below) Chief Executive Officer

3550 WEST MARKET STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

AKRON, OH 44333

(City) (State) (Zip)

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)

(Middle)

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

5. Amount of Securities Beneficially Owned Following

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

Reported (A) Transaction(s)

(Instr. 3 and 4) 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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Performance-Based Restricted Stock Units (1)	\$ 18.47 (2)	10/26/2009		D	30,030	<u>(1)</u>	<u>(1)</u>	Common Stock	30
Performance-Based Restricted Stock Units	\$ 0	10/26/2009		D	30,030 (3)	(3)	(3)	Common Stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships					
Treporting of the France France Constitution	Director	10% Owner	Officer	Other		
GINGO JOSEPH M 3550 WEST MARKET STREET AKRON, OH 44333	X		Chief Executive Officer			

Signatures

/s/ Aaron S. Berke, attorney in fact for Joseph M.
Gingo 10/27/2009

**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).

Disposition represents the settlement of 30,030 Performance-Based Restricted Stock Units pursuant to the A. Schulman, Inc. (the "Company") Amended and Restated 2006 Equity Incentive Plan (the "2006 Plan")(a Rule 16b-3 Plan). Under the 2006 Plan,

- Performance-Based Restricted Stock Units are settled in cash by the Company in an amount equal to the fair market value of a share of the Company's common stock on the applicable vesting date, subject to certain performance criteria. Specifically, in regards to the 60,060 Performance-Based Restricted Stock Awards issued to Mr. Gingo on January 16, 2009, 30,030 Performance-Based Restricted Stock Units vested as a result of the Company's worldwide Net Income, Operating Income, and Days of Working Capital for the 2009 fiscal year.
- (2) Price reflects the closing price of the Company's common stock on October 26, 2009.
- (3) Disposition represents the forfeiture of 30,030 Performance-Based Restricted Stock Units based upon the Company's worldwide Net Income, Operating Income and Days of Working Capital for the 2009 fiscal year.

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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