

SCHULMAN A INC  
Form 4  
January 22, 2007

**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 \*  
D.B. ZWIRN & CO., L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
745 FIFTH AVENUE, 18TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
01/18/2007

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
See Remarks

(Street)  
NEW YORK, NY 10151

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 01/18/2007                           |  | P                              |   | 3,227   | A  | \$ 20.5985  | 13,147 <sup>(1) (2)</sup> <sub>(3)</sub> | I <sup>(1) (2) (3)</sup> | By D.B. Zwirn Special Opportunities Fund, L.P. <sup>(1)</sup> <sub>(2) (3)</sub> |
| Common Stock                    | 01/18/2007                           |  | P                              |   | 4,643   | A  | \$ 20.5985  | 68,456 <sup>(1) (2)</sup> <sub>(3)</sub> | I <sup>(1) (2) (3)</sup> | By D.B. Zwirn Special Opportunities Fund, Ltd. <sup>(1)</sup> <sub>(2) (3)</sub> |
| Common Stock                    |                                      |  |                                |   |   |  |   | 29,412 <sup>(1) (2)</sup> <sub>(3)</sub> | I <sup>(1) (2) (3)</sup> | By HCM/Z Special   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| D.B. ZWIRN & CO., L.P.<br>745 FIFTH AVENUE<br>18TH FLOOR<br>NEW YORK, NY 10151                      |               |           |         | See Remarks |
| D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P.<br>745 FIFTH AVENUE<br>18TH FLOOR<br>NEW YORK, NY 10151 |               |           |         | See Remarks |
| HCM/Z Special Opportunities LLC<br>745 FIFTH AVENUE<br>18TH FLOOR<br>NEW YORK, NY 10151             |               |           |         | See Remarks |
| DBZ GP, LLC<br>745 FIFTH AVENUE<br>18TH FLOOR<br>NEW YORK, NY 10151                                 |               |           |         | See Remarks |

ZWIRN HOLDINGS, LLC  
745 FIFTH AVENUE  
18TH FLOOR  
NEW YORK, NY 10151

See Remarks

ZWIRN DANIEL B  
745 FIFTH AVENUE  
18TH FLOOR  
NEW YORK, NY 10151

See Remarks

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD.  
C/O HIGHBRIDGE CAPITAL CORPORATION  
CORPORATE CENTRE, 4TH FL  
27 HOSPITAL RD., GRAND CAYMAN, E9

See Remarks

## Signatures

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P., By: D.B. ZWIRN PARTNERS, LLC, its general partner, By: ZWIRN HOLDINGS, LLC, its managing member, By: /s/ Daniel B. Zwirn, its managing member

01/22/2007

--Signature of Reporting Person

Date

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD., By: D.B. Zwirn & Co., L.P., its manager, By: DBZ GP, LLC, its general partner, By: Zwirn holdings, LLC, its managing member, By: /s/ Daniel B. Zwirn, its managing member

01/22/2007

--Signature of Reporting Person

Date

HCM/Z SPECIAL OPPORTUNITIES LLC, By: D.B. Zwirn & Co., L.P., its manager, By: DBZ GP, LLC, its general partner, By: Zwirn Holdings, LLC, its managing member, By: /s/ Daniel B. Zwirn, its managing member

01/22/2007

--Signature of Reporting Person

Date

D.B. ZWIRN & CO., L.P., BY: DBZ GP, LLC, its general partner, By: Zwirn Holdings, LLC, its managing member, By: /s/ Daniel B. Zwirn, its managing member

01/22/2007

--Signature of Reporting Person

Date

DBZ GP, LLC, By: Zwirn Holdings, LLC, its managing member, By: /s/ Daniel B. Zwirn, its managing member

01/22/2007

--Signature of Reporting Person

Date

ZWIRN HOLDINGS, LLC, By: /s/ Daniel B. Zwirn, its managing member

01/22/2007

--Signature of Reporting Person

Date

/s/ Daniel B. Zwirn

01/22/2007

--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) Includes shares owned directly by D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC. As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the shares of Common

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Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC. As the general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC.

- (2) (Continuation of Footnote 1) As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC.

- (3) Each Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

### Remarks:

Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding common stock.

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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