#### Edgar Filing: HOLLAND WILLARD R - Form 4

	WILLARD R									
Form 4 January 04,	2006									
								OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed put ons stinue.	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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							January 31, 2005 average urs per . 0.5	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> HOLLAND WILLARD R			2. Issuer Name <b>and</b> Ticker or Trading Symbol SCHULMAN A INC [SHLM]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				(Check all applicable)			
2 SHADO	,	(Month/Day/Year) 01/03/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)				
CAMANDI		4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
SAVANNA	AH, GA 31411						Person		oporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Pers info requ	ons who re mation con ired to resp lays a curre	or indirectly. spond to the colle itained in this form oond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

	Derivative Security			(A) or Dispos (D) (Instr. and 5)						
			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	(2)	01/03/2006	А	34.85	i	(3)	(3)	Common Stock	34.85	\$ 21

### **Reporting Owners**

Reporting Owner Name / AddressRelationshipsDirector10% OwnerOfficerOtherHOLLAND WILLARD R<br/>2 SHADOW BROOK LANE<br/>SAVANNAH, GA 31411XXYSignaturesSignaturesYYY

### Signatures

/s/ Aaron S. Berke, as attorney in fact for Willard R. Holland

\*\*Signature of Reporting Person

01/04/2006 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).

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 S. Schulman, Inc. (the "Company") on the last business day of the preceding calendar war. Phantom Stock Units held by directors are credited with and additional Phantom Stock Units are issued based on the

(1) 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 in lieu of director fees.

(2) 1-for-1

(3) 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.