

GINGO JOSEPH M
Form 4
March 04, 2008

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 *
GINGO JOSEPH M

(Last) (First) (Middle)
3550 WEST MARKET STREET
(Street)

AKRON, OH 44333

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2008

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)
Chief Executive Officer

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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				Code	V	Amount	(D)	Price

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Performance Shares (1)	(2)	02/29/2008	A	100,000	(1)	(1)	Common Stock	
Performance-Based Restricted Stock Units (3)	(4)	02/29/2008	A	24,436	(4)	(4)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

03/03/2008

__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).

Award represents a grant of Performance Shares pursuant to the A. Schulman, Inc. (the "Company") 2006 Equity Incentive Plan (the "2006 Plan"), which may be settled for shares of common stock upon the occurrence of specific criteria. On March 1, 2011 (the "Settlement Date"), if between the Grant Date and the Settlement Date total shareholder returns on the Company's shares relative to a peer

(1) group of similar companies ("Share Value") is below the 25th percentile, all of the Performance Shares will be forfeited. If the Share Value meets or exceeds the 25th percentile, but is less than the 50th percentile, two-thirds (2/3) of the Performance Shares will be forfeited. If the Share Value meets or exceeds the 50th percentile, but is less than the 75th percentile, one-third (1/3) of the Performance Shares will be forfeited. If the Share Value meets or exceeds the 75th percentile, all Performance Shares will vest.

(2) On the Settlement Date, all vested Performance Shares shall be settled for shares of the Company's common stock on a 1-to-1 basis.

Award represents a grant of Performance-Based Restricted Stock Units pursuant to the 2006 Plan. Performance-Based Restricted Stock Units will be settled for cash in an amount equal to the fair market value of a share of the Company's common stock, subject to certain

(3) performance criteria. All or a portion of the Performance-Based Restricted Stock Units will vest depending upon the Company's Net Income, Cash Flow (excluding capital expenditures) and Return on Invested Capital for the fiscal year. The relative weighting and performance targets for each of these goals are the same as the Company's cash incentive plan.

(4) Performance-Based Restricted Stock Units will be settled for cash within two and a half (2 1/2) months of the Company's fiscal year end, in an amount equal to the fair market value of a share of the Company's common stock on a 1-to-1 basis.

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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