

GINGO JOSEPH M

Form 4

January 20, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
01/15/2009

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)

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 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	01/15/2009		P		12,500	A	\$ 15.716 (1)	12,500	I	By Linda L. Gingo Trust
Common Stock	01/16/2009		A		22,600	A (2)	\$ 0	39,600	D	

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

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information contained in this form are not
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(9-02)

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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 Security (Instr. 3 and 4)
Performance Shares <u>(3)</u>	<u>(4)</u>	01/16/2009		A	86,600	<u>(3)</u> <u>(3)</u>	Common Stock 8
Performance-Based Restricted Stock Units <u>(5)</u>	<u>(6)</u>	01/16/2009		A	30,030	<u>(6)</u> <u>(6)</u>	Common Stock 30

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 01/20/2009

__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).

(1) This transaction was executed in multiple purchases through a broker-dealer at prices ranging from \$15.70-\$15.876. The price reported in this column reflects the weighted average purchase price. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased at each price.

(2) Award represents a grant of restricted stock pursuant to the A. Schulman, Inc. (the "Company") 2006 Equity Incentive Plan (the "2006 Plan"). Under the 2006 Plan, restrictions on stock awards lapse at a rate of 33 1/3% on January 16th of 2010, 2011 and 2012.

(3) Award represents a grant of Performance Shares pursuant to the 2006 Plan, which may be settled for shares of common stock upon the occurrence of specific criteria on January 16, 2012 (the "Settlement Date"). On the Settlement Date, vesting of Performance Shares will be determined based upon: (1) the performance of the Company's shares relative to a group of peer companies in the S&P Special Chemicals Index, as measured by total shareholder returns from the Grant Date to the Settlement Date (the "Performance Period"); and (2) whether the Company's total shareholder returns during the Performance Period are positive or negative. All Performance Shares that do not vest as of the Settlement Date will be forfeited.

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

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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

(5) performance criteria. All or a portion of the Performance-Based Restricted Stock Units will vest depending upon the Company's Net Income, Operating Income and Days of Working Capital for the 2009 fiscal year. The relative weighting and performance targets for each of these goals are the same as the Company's 2009 Bonus Plan.

- (6) Performance-Based Restricted Stock Units will be settled for cash within two and a half months of the Company's 2009 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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