

BARINGTON COMPANIES EQUITY PARTNERS L P  
Form SC 13D/A  
August 25, 2005

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 3)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

A. Schulman, Inc.  
-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share  
-----  
(Title of Class of Securities)

808194104  
-----  
(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700  
-----

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

August 22, 2005  
-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P.

13-4088890

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3) SEC USE ONLY			
4) SOURCE OF FUNDS		WC	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER	428,350	
	8) SHARED VOTING POWER	none	
	9) SOLE DISPOSITIVE POWER	428,350	
	10) SHARED DISPOSITIVE POWER	none	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		428,350	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		1.4%	
14) TYPE OF REPORTING PERSON		PN	

SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON			
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
Barington Companies Investors, LLC		13-4126527	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3) SEC USE ONLY			
4) SOURCE OF FUNDS		OO	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>	

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6) CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 428,350
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 428,350
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 428,350	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.4%	
14) TYPE OF REPORTING PERSON OO	

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
Barington Companies Offshore Fund, Ltd. (BVI)		
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	<input checked="" type="checkbox"/>
	(b)	<input type="checkbox"/>
3) SEC USE ONLY		
4) SOURCE OF FUNDS	WC	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION		
British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7) SOLE VOTING POWER 264,624	
	8) SHARED VOTING POWER none	
	9) SOLE DISPOSITIVE POWER	

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PERSON 264,624  
 WITH \_\_\_\_\_  
 10) SHARED DISPOSITIVE POWER  
 none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 264,624

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.86%

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14) TYPE OF REPORTING PERSON  
 OO

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SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Barington Companies Advisors, LLC 20-0327470

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 264,624
	8) SHARED VOTING POWER 327,893
	9) SOLE DISPOSITIVE POWER 264,624
	10) SHARED DISPOSITIVE POWER 327,893

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 592,517

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.94%

---

14) TYPE OF REPORTING PERSON  
IA, OO

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Capital Group, L.P. 13-3635132

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_|

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 692,974
	8) SHARED VOTING POWER 327,893
	9) SOLE DISPOSITIVE POWER 692,974
	10) SHARED DISPOSITIVE POWER 327,893

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,020,867

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_|

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.34%

---

14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LNA Capital Corp. 13-3635168

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_|

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER  
692,974

8) SHARED VOTING POWER  
327,893

9) SOLE DISPOSITIVE POWER  
692,974

10) SHARED DISPOSITIVE POWER  
327,893

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,020,867

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_|

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.34%

14) TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
James Mitarotonda

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]

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(b) |\_ |

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3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) |\_ |

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 692,974
	8) SHARED VOTING POWER 327,893
	9) SOLE DISPOSITIVE POWER 692,974
	10) SHARED DISPOSITIVE POWER 327,893

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,020,867

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.34%

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14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Parche, LLC 20-0870632

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_ |

---

3) SEC USE ONLY

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4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) |\_ |

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 173,376
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 173,376
	10)	SHARED DISPOSITIVE POWER none
<hr/>		
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 173,376	
<hr/>		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<hr/>		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.57%	
<hr/>		
14)	TYPE OF REPORTING PERSON 00	

SCHEDULE 13D

CUSIP No. 808194104  
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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Starboard Value & Opportunity Fund, LLC		20-0666124
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
<hr/>			
3)	SEC USE ONLY		
<hr/>			
4)	SOURCE OF FUNDS WC		
<hr/>			
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
<hr/>			
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 910,258
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 910,258
	10)	SHARED DISPOSITIVE POWER none



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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
910,258

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.97%

---

14) TYPE OF REPORTING PERSON  
OO

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Admiral Advisors, LLC 37-1484525

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,083,634
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,083,634
	10) SHARED DISPOSITIVE POWER none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,083,634

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.54%

---

14) TYPE OF REPORTING PERSON  
OO

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SCHEDULE 13D

CUSIP No. 808194104  
 -----

1) NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Ramius Capital Group, LLC 13-3937658

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
 (b)  |\_|

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) OR 2(e) |\_|

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER	1,083,634
	8) SHARED VOTING POWER	none
	9) SOLE DISPOSITIVE POWER	1,083,634
	10) SHARED DISPOSITIVE POWER	none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,083,634

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 |\_|

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 3.54%

14) TYPE OF REPORTING PERSON  
 IA, OO

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CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
C4S & Co., LLC 13-3946794

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,083,634
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,083,634
	10) SHARED DISPOSITIVE POWER none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,083,634

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.54%

---

14) TYPE OF REPORTING PERSON  
OO

---

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Peter A. Cohen

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

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3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_|

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 1,083,634
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,083,634

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,083,634

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |\_|

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.54%

---

14) TYPE OF REPORTING PERSON  
IN

---

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Morgan B. Stark

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_|

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_|

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

7) SOLE VOTING POWER

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NUMBER OF SHARES		none
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8)	SHARED VOTING POWER 1,083,634
WITH	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 1,083,634

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,083,634

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.54%

---

14) TYPE OF REPORTING PERSON  
IN

---

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Jeffrey M. Solomon

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF SHARES	7)	SOLE VOTING POWER none
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8)	SHARED VOTING POWER 1,083,634
WITH	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 1,083,634

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,083,634

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.54%

14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas W. Strauss

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
none

8) SHARED VOTING POWER  
1,083,634

9) SOLE DISPOSITIVE POWER  
none

10) SHARED DISPOSITIVE POWER  
1,083,634

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,083,634

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.54%

14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Millenco, L.P. 13-3532932

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_ |

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER	39,868
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	8) SHARED VOTING POWER	327,893
--	------------------------	---------

	9) SOLE DISPOSITIVE POWER	39,868
--	---------------------------	--------

	10) SHARED DISPOSITIVE POWER	327,893
--	------------------------------	---------

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
367,761

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

14) TYPE OF REPORTING PERSON  
PN, BD

SCHEDULE 13D

CUSIP No. 808194104  
-----

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Millennium Management, L.L.C. 13-3804139

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_|

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 39,868
	8) SHARED VOTING POWER 327,893
	9) SOLE DISPOSITIVE POWER 39,868
	10) SHARED DISPOSITIVE POWER 327,893

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
367,761

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_|

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

---

14) TYPE OF REPORTING PERSON  
OO

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Israel A. Englander

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 39,868	
	8)	SHARED VOTING POWER 327,893	
	9)	SOLE DISPOSITIVE POWER 39,868	
	10)	SHARED DISPOSITIVE POWER 327,893	

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
367,761

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |\_

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

---

14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
RJG Capital Partners, L.P. 20-0133443

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS WC

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY	7)	SOLE VOTING POWER 12,500	
	8)	SHARED VOTING POWER none	



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|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.04%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ronald Gross

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_ |

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 12,500
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 12,500
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,500

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.04%

14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]  
(b)  |\_|

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS WC

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_|

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 17,532
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 17,532
	10) SHARED DISPOSITIVE POWER none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,532

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_|

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.06%

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14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
D.B. Zwirn Special Opportunities Fund (TE), L.P. 20-0024165

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [x]

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(b)

3) SEC USE ONLY	
4) SOURCE OF FUNDS	WC
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 17,532
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 17,532
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,532	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.06%	
14) TYPE OF REPORTING PERSON PN	

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON D.B. Zwirn Special Opportunities Fund, Ltd.	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3) SEC USE ONLY	
4) SOURCE OF FUNDS	WC
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION	

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Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 105,190
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 105,190
	10)	SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 105,190		
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.34%		
14) TYPE OF REPORTING PERSON CO		

SCHEDULE 13D

CUSIP No. 808194104  
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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON HCM/Z Special Opportunities LLC	98-0436333
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	WC
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7)	SOLE VOTING POWER 35,062
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 35,062

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WITH

	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	35,062
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.11%
14) TYPE OF REPORTING PERSON	CO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON D.B. Zwirn & Co., L.P.		02-0597442
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
3) SEC USE ONLY		
4) SOURCE OF FUNDS	OO	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER	175,316
	8) SHARED VOTING POWER	none
	9) SOLE DISPOSITIVE POWER	175,316
	10) SHARED DISPOSITIVE POWER	none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	175,316	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		

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0.57%

14) TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DBZ GP, LLC

42-1657316

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS

OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
175,316

8) SHARED VOTING POWER  
none

9) SOLE DISPOSITIVE POWER  
175,316

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

175,316

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.57%

14) TYPE OF REPORTING PERSON

OO



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SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Zwirn Holdings, LLC 30-0080444

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_|

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_|

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7) SOLE VOTING POWER  
NUMBER OF SHARES 175,316

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH none

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 175,316

10) SHARED DISPOSITIVE POWER  
WITH none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
175,316

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_|

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.57%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Daniel B. Zwirn

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_|

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3) SEC USE ONLY	
<hr/>	
4) SOURCE OF FUNDS	OO
<hr/>	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
<hr/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION	United States
<hr/>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 175,316
	<hr/>
	8) SHARED VOTING POWER none
	<hr/>
9) SOLE DISPOSITIVE POWER 175,316	
<hr/>	
10) SHARED DISPOSITIVE POWER none	
<hr/>	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	175,316
<hr/>	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
<hr/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.57%
<hr/>	
14) TYPE OF REPORTING PERSON	IN
<hr/>	

This Amendment No. 3 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 6, 2005, as amended by that certain Amendment No. 1 filed on July 1, 2005 and that certain Amendment No. 2 filed on August 3, 2005 (together, the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value \$1.00 per share (the "Common Stock"), of A. Schulman, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 3550 West Market Street, Akron, Ohio 44333.

Item 2. Identity and Background.  
-----

The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 2,332,185 shares of Common Stock, representing approximately 7.62% of the shares of Common Stock presently outstanding.

Item 3. Source and Amount of Funds or Other Consideration.  
-----

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Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 404,797 shares of Common Stock. The amount of funds expended for such purchases was approximately \$375,491.02 by Barington Companies Equity Partners, L.P., \$2,232,171.37 by Barington Companies Offshore Fund Ltd. (BVI), \$297,093.38 by Parche, LLC, \$1,559,642.56 by Starboard Value & Opportunity Fund, LLC, \$592,463.48 by HCM/Z Special Opportunities LLC, \$296,048.97 by D.B. Zwirn Special Opportunities Fund, L.P., \$1,777,631.72 by D.B. Zwirn Special Opportunities Fund, Ltd. and \$296,273.42 by D.B. Zwirn Special Opportunities Fund (TE), L.P.

All purchases of Common Stock by the Reporting Entities were made in open market transactions. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 5. Interest in Securities of the Issuer.  
-----

Items 5(a) and 5(b) of the Statement are hereby amended and restated as follows:

(a) As of the date hereof, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 428,350 shares of Common Stock, representing approximately 1.4% of the shares of Common Stock presently outstanding based upon the 30,605,296 shares of Common Stock reported by the Company to be issued and outstanding as of June 30, 2005 in its Form 10-Q filed with the Securities and Exchange Commission on July 11, 2005 (the "Issued and Outstanding Shares"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 428,350 shares of Common Stock owned by Barington Companies Equity Partners, L.P.

As of the date hereof, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 264,624 shares of Common Stock, constituting approximately 0.86% of the Issued and Outstanding Shares. As of the date hereof, Barington Companies Advisors, LLC beneficially owns 327,893 shares of Common Stock, which shares are held in a managed account as further described in Item 6 of the Statement. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC may also be deemed to beneficially own the 264,624 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 592,517 shares, constituting approximately 1.94% of the Issued and Outstanding Shares. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 264,624 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 428,350 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 1,020,867 shares, constituting approximately 3.34% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 428,350 shares owned by Barington Companies Equity Partners, L.P., the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 264,624 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 1,020,867 shares, constituting approximately 3.34% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may

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be deemed to beneficially own the 428,350 shares owned by Barington Companies Equity Partners, L.P., the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 264,624 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 1,020,867 shares, constituting approximately 3.34% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 428,350 shares owned by Barington Companies Equity Partners, L.P. and the 264,624 shares owned by Barington Companies Offshore Fund, Ltd. (BVI) and shared voting and dispositive power with respect to the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC by virtue of his authority to vote and dispose of such shares. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of Parche, LLC and Starboard Value & Opportunity Fund, LLC beneficially own 173,376 shares and 910,258 shares of Common Stock, respectively, constituting approximately 0.57% and 2.97%, respectively, of the Issued and Outstanding Shares. As the Managing Member of each of Parche, LLC and Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 173,376 shares and the 910,258 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,083,634 shares, constituting approximately 3.54% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, LLC may be deemed to beneficially own the 173,376 shares and the 910,258 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,083,634 shares, constituting approximately 3.54% of the Issued and Outstanding Shares. As the Managing Member of Ramius Capital Group, LLC, C4S & Co., LLC may be deemed to beneficially own the 173,376 shares and the 910,258 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,083,634 shares, constituting approximately 3.54% of the Issued and Outstanding Shares. As the Managing Members of C4S & Co., LLC, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 173,376

shares and the 910,258 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,083,634 shares, constituting approximately 3.54% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 173,376 shares and the 910,258 shares owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon & Strauss disclaim beneficial ownership of such shares.

As of the date hereof, Millenco, L.P. may be deemed to beneficially own an aggregate of 367,761 shares of Common Stock, representing approximately 1.2% of the Issued and Outstanding Shares, 327,893 shares of which are held in a managed account as further described in Item 6 and 39,868 shares of which are owned by Millenco, L.P.

As the general partner of Millenco, L.P., Millennium Management, L.L.C. may be deemed to beneficially own the 367,761 shares of Common Stock which may be deemed to be beneficially owned by Millenco, L.P. As the Managing Member of Millennium Management, L.L.C., which in turn is the general partner of Millenco, L.P., Mr. Englander may be deemed to beneficially own the 367,761 shares of Common Stock which may be deemed to be beneficially owned by Millenco, L.P., constituting approximately 1.2% of the Issued and Outstanding Shares. Each of Millennium Management L.L.C. and Mr. Englander disclaims beneficial ownership of

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any such shares except to the extent of its or his respective pecuniary interest therein.

As of the date hereof, RJG Capital Partners, L.P. beneficially owns 12,500 shares of Common Stock, constituting approximately 0.04% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 12,500 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 12,500 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 12,500 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. beneficially own 17,532 shares and 17,532 shares of Common Stock, respectively, constituting approximately 0.06% and 0.06%, respectively, of the Issued and Outstanding Shares. As of the date hereof, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 105,190 shares and 35,062 shares of Common Stock, respectively, constituting approximately 0.34% and 0.11%, respectively, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), 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 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 105,190 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 35,062 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 175,316 shares, constituting approximately 0.57% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 105,190 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 35,062 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 175,316 shares, constituting approximately 0.57% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 105,190 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 35,062 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 175,316 shares, constituting approximately 0.57% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 17,532 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 105,190 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 35,062 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 175,316 shares, constituting approximately 0.57% of the Issued and Outstanding Shares.

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Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except for the following persons:

- (1) Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as beneficially owned by them. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.
  
- (2) Pursuant to an account management agreement between Millennium Operations, LLC and Barington Companies Advisors, LLC (the "Management Agreement"), Barington Companies Advisors, LLC manages an investment account on behalf of Millenco, L.P. The 327,893 shares of Common Stock purchased in that managed account on behalf of Millenco, L.P. have been reported herein as being beneficially owned by Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp. and James Mitarotonda and may also be deemed to be beneficially owned by Millenco, L.P., Millennium Management, L.L.C. and Israel Englander. Each such Reporting Entity has shared voting and dispositive power with respect to such shares.

Except as set forth above, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

### SIGNATURES

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: August 24, 2005

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BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By: Barington Companies Investors, LLC,  
its general partner

By: /s/ James A. Mitarotonda  
-----  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda  
-----  
Name: James A. Mitarotonda  
Title: Managing Member

/s/ James A. Mitarotonda  
-----  
James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE  
FUND, LTD. (BVI)

By: /s/ James A. Mitarotonda  
-----  
Name: James A. Mitarotonda  
Title: President

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda  
-----  
Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.  
By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda  
-----  
Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President and CEO

PARCHE, LLC  
By: Admiral Advisors, LLC, its managing  
member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

STARBOARD VALUE & OPPORTUNITY FUND, LLC  
By: Admiral Advisors, LLC, its managing  
member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

ADMIRAL ADVISORS, LLC  
By: Ramius Capital Group, LLC, its  
sole member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC  
By: C4S & Co., LLC, its Managing Member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Managing Member



/s/ Jeffrey M. Solomon  
-----

Jeffrey M. Solomon, individually and as  
attorney-in-fact for Peter A. Cohen,  
Morgan B. Stark, and Thomas W. Strauss

MILLENCO, L.P.

By: Millennium Management, L.L.C., its  
general partner

By: /s/ David Nolan  
-----

Name: David Nolan  
Title: Executive Vice President

MILLENIUM MANAGEMENT, L.L.C.

By: /s/ David Nolan  
-----

Name: David Nolan  
Title: Executive Vice President

/s/ Israel A. Englander by Simon M. Lorne  
pursuant to Power of Attorney previously  
filed with the SEC  
-----

Israel A. Englander

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC, its  
general partner

By: /s/ Ronald J. Gross  
-----

Name: Ronald J. Gross  
Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross  
-----

Name: Ronald J. Gross  
Title: Managing Member

/s/ Ronald J. Gross  
-----

Ronald J. Gross

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  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND  
(TE), L.P.

By: D.B. ZWIRN PARTNERS, LLC,  
its general partner

BY: ZWIRN HOLDINGS, LLC,  
its managing member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

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  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

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  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

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

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By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

DBZ GP, LLC

By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

/s/ Daniel B. Zwirn

-----  
Daniel B. Zwirn

SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (1)
----	-----	-----	-----
8/3/2005	1,525	\$19.094	\$29,118.35
8/3/2005	3,212	\$19.063	\$61,230.36
8/4/2005	8,754	\$19.014	\$166,448.56

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8/4/2005                      6,250                              \$18.991                              \$118,693.75  
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(1) Excludes commissions and other execution-related costs.

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (2)
-----	-----	-----	-----
8/3/2005	3,050	\$19.094	\$58,236.70
8/3/2005	6,424	\$19.063	\$122,460.71
8/4/2005	17,506	\$19.014	\$332,859.08
8/4/2005	12,500	\$18.991	\$237,387.50
8/5/2005	13,750	\$18.811	\$258,651.25
8/8/2005	1,250	\$18.800	\$23,500.00
8/9/2005	625	\$18.800	\$11,750.00
8/10/2005	544	\$18.463	\$10,043.87
8/11/2005	475	\$18.600	\$8,835.00
8/12/2005	10,000	\$18.381	\$183,810.00
8/15/2005	8,002	\$18.237	\$145,932.47
8/16/2005	4,251	\$18.135	\$77,091.89
8/17/2005	822	\$18.227	\$14,982.59
8/18/2005	7,178	\$18.052	\$129,577.26
8/19/2005	2,500	\$17.979	\$44,947.50
8/22/2005	5,825	\$17.900	\$104,267.50
8/22/2005	5,162	\$17.650	\$91,109.30
8/23/2005	3,750	\$17.994	\$67,477.50
8/23/2005	17,325	\$17.850	\$309,251.25

(2) Excludes commissions and other execution-related costs.

Shares purchased by Parche, LLC

Date	Number of Shares	Price Per Share	Cost (3)
-----	-----	-----	-----
8/3/2005	244	\$19.094	\$4,658.94
8/3/2005	514	\$19.063	\$9,798.38
8/4/2005	1,401	\$19.014	\$26,638.61
8/4/2005	1,000	\$18.991	\$18,991.00
8/5/2005	2,200	\$18.811	\$41,384.20
8/8/2005	200	\$18.800	\$3,760.00
8/9/2005	100	\$18.800	\$1,880.00
8/10/2005	87	\$18.463	\$1,606.28
8/11/2005	76	\$18.600	\$1,413.60
8/12/2005	1,600	\$18.381	\$29,409.60
8/15/2005	1,280	\$18.237	\$23,343.36
8/16/2005	680	\$18.135	\$12,331.80
8/17/2005	132	\$18.227	\$2,405.96
8/18/2005	1,149	\$18.052	\$20,741.75
8/19/2005	400	\$17.979	\$7,191.60
8/22/2005	932	\$17.900	\$16,682.80
8/22/2005	826	\$17.650	\$14,578.90

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8/23/2005	600	\$17.994	\$10,796.40
8/23/2005	2,772	\$17.850	\$49,480.20

(3) Excludes commissions and other execution-related costs.

Shares purchased by Starboard Value & Opportunity Fund, LLC

Date	Number of Shares	Price Per Share	Cost (4)
8/3/2005	1,281	\$19.094	\$24,459.41
8/3/2005	2,698	\$19.063	\$51,431.97
8/4/2005	7,353	\$19.014	\$139,809.94
8/4/2005	5,250	\$18.991	\$99,702.75
8/5/2005	11,550	\$18.811	\$217,267.05
8/8/2005	1,050	\$18.800	\$19,740.00
8/9/2005	525	\$18.800	\$9,870.00
8/10/2005	457	\$18.463	\$8,437.59
8/11/2005	399	\$18.600	\$7,421.40
8/12/2005	8,400	\$18.381	\$154,400.40
8/15/2005	6,721	\$18.237	\$122,570.88
8/16/2005	3,570	\$18.135	\$64,741.95
8/17/2005	691	\$18.227	\$12,594.86
8/18/2005	6,030	\$18.052	\$108,853.56
8/19/2005	2,100	\$17.979	\$37,755.90
8/22/2005	4,893	\$17.900	\$87,584.70
8/22/2005	4,337	\$17.650	\$76,548.05
8/23/2005	3,150	\$17.994	\$56,681.10
8/23/2005	14,553	\$17.850	\$259,771.05

(4) Excludes commissions and other execution-related costs.

Shares purchased by HCM/Z Special Opportunities LLC

Date	Number of Shares	Price Per Share	Cost (5)
8/5/2005	5,500	\$18.811	\$103,460.50
8/8/2005	500	\$18.800	\$9,400.00
8/9/2005	250	\$18.800	\$4,700.00
8/10/2005	217	\$18.463	\$4,006.47
8/11/2005	189	\$18.600	\$3,515.40
8/12/2005	3,999	\$18.381	\$73,505.62
8/15/2005	3,200	\$18.237	\$58,358.40
8/16/2005	1,699	\$18.135	\$30,811.37
8/17/2005	328	\$18.227	\$5,978.46
8/18/2005	2,870	\$18.052	\$51,809.24
8/19/2005	999	\$17.979	\$17,961.02
8/22/2005	2,213	\$17.900	\$39,612.70
8/22/2005	1,961	\$17.650	\$34,611.65
8/23/2005	1,425	\$17.994	\$25,641.45
8/23/2005	7,232	\$17.850	\$129,091.20

(5) Excludes commissions and other execution-related costs.

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Shares purchased by D.B. Zwirn Special Opportunities Fund, L.P.

Date	Number of Shares	Price Per Share	Cost (6)
8/5/2005	2,750	\$18.811	\$51,730.25
8/8/2005	250	\$18.800	\$4,700.00
8/9/2005	125	\$18.800	\$2,350.00
8/10/2005	108	\$18.463	\$1,994.00
8/11/2005	94	\$18.600	\$1,748.40
8/12/2005	1,999	\$18.381	\$36,743.62
8/15/2005	1,599	\$18.237	\$29,160.96
8/16/2005	849	\$18.135	\$15,396.62
8/17/2005	164	\$18.227	\$2,989.23
8/18/2005	1,434	\$18.052	\$25,886.57
8/19/2005	498	\$17.979	\$8,953.54
8/22/2005	2,913	\$17.900	\$52,142.70
8/22/2005	2,581	\$17.650	\$45,554.65
8/23/2005	928	\$17.994	\$16,698.43

(6) Excludes commissions and other execution-related costs.

Shares purchased by D.B. Zwirn Special Opportunities Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (7)
8/5/2005	16,500	\$18.811	\$310,381.50
8/8/2005	1,500	\$18.800	\$28,200.00
8/9/2005	750	\$18.800	\$14,100.00
8/10/2005	652	\$18.463	\$12,037.88
8/11/2005	569	\$18.600	\$10,583.40
8/12/2005	11,999	\$18.381	\$220,553.62
8/15/2005	9,601	\$18.237	\$175,093.44
8/16/2005	5,100	\$18.135	\$92,488.50
8/17/2005	986	\$18.227	\$17,971.82
8/18/2005	8,612	\$18.052	\$155,463.82
8/19/2005	2,999	\$17.979	\$53,919.02
8/22/2005	5,825	\$17.900	\$104,267.50
8/22/2005	5,163	\$17.650	\$91,126.95
8/23/2005	4,697	\$17.994	\$84,517.82
8/23/2005	22,797	\$17.850	\$406,926.45

(7) Excludes commissions and other execution-related costs.

Shares purchased by D.B. Zwirn Special Opportunities Fund (TE), L.P.

Date	Number of Shares	Price Per Share	Cost (8)
8/5/2005	2,750	\$18.811	\$51,730.25
8/8/2005	250	\$18.800	\$4,700.00
8/9/2005	125	\$18.800	\$2,350.00
8/10/2005	110	\$18.463	\$2,030.93

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8/11/2005	98	\$18.600	\$1,822.80
8/12/2005	2,003	\$18.381	\$36,817.14
8/15/2005	1,603	\$18.237	\$29,233.91
8/16/2005	853	\$18.135	\$15,469.16
8/17/2005	166	\$18.227	\$3,025.68
8/18/2005	1,440	\$18.052	\$25,994.88
8/19/2005	504	\$17.979	\$9,061.42
8/22/2005	699	\$17.900	\$12,512.10
8/22/2005	620	\$17.650	\$10,943.00
8/23/2005	450	\$17.994	\$8,097.30
8/23/2005	4,621	\$17.850	\$82,484.85

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(8) Excludes commissions and other execution-related costs.