

Edgar Filing: SCHULMAN A INC - Form SC 13D/A

SCHULMAN A INC  
Form SC 13D/A  
September 28, 2006

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 11)

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  
Barrington 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)

September 21, 2006

-----  
(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

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Barrington Companies Equity Partners, L.P.

13-4088890

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

(a)

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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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	7) SOLE VOTING POWER
NUMBER OF	500,259
SHARES	
BENEFICIALLY	8) SHARED VOTING POWER
OWNED BY	none
EACH	
REPORTING	9) SOLE DISPOSITIVE POWER
PERSON	500,259
WITH	
	10) SHARED DISPOSITIVE POWER
	none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
500,259

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.74%

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  
Barrington Investments, L.P. 20-2871525

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

	7) SOLE VOTING POWER
NUMBER OF	364,107

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SHARES			
BENEFICIALLY		8) SHARED VOTING POWER	
OWNED BY			none
EACH			
REPORTING		9) SOLE DISPOSITIVE POWER	
PERSON			364,107
WITH			
		10) SHARED DISPOSITIVE POWER	
			none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
364,107

---

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

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.26%

---

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  
Barrington 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

---

			7) SOLE VOTING POWER
NUMBER OF			364,107
SHARES			
BENEFICIALLY		8) SHARED VOTING POWER	
OWNED BY			500,259
EACH			
REPORTING		9) SOLE DISPOSITIVE POWER	
PERSON			364,107
WITH			
		10) SHARED DISPOSITIVE POWER	
			500,259

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
864,366

---

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)  
3.00%

14) TYPE OF REPORTING PERSON  
IA, OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barrington Companies Investors, LLC 13-4126527

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

7) SOLE VOTING POWER  
NUMBER OF SHARES none

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON 500,259

9) SOLE DISPOSITIVE POWER  
PERSON WITH none

10) SHARED DISPOSITIVE POWER  
500,259

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
500,259

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.74%

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  
Barrington Companies Offshore Fund, Ltd.

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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  
British Virgin Islands

7) SOLE VOTING POWER  
NUMBER OF SHARES 672,300

8) SHARED VOTING POWER  
OWNED BY EACH none

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 672,300

10) SHARED DISPOSITIVE POWER  
WITH none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
672,300

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.33%

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  
Barrington Offshore Advisors, LLC 20-4797640

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

7) SOLE VOTING POWER

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NUMBER OF SHARES	672,300
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 672,300
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 672,300	
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) 2.33%	
14) TYPE OF REPORTING PERSON IA, OO	

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

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 New York

	7) SOLE VOTING POWER 1,536,666
NUMBER OF SHARES	8) SHARED VOTING POWER none
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9) SOLE DISPOSITIVE POWER 1,536,666
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,536,666

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.33%

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14) TYPE OF REPORTING PERSON  
PN

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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  
LNA Capital Corp. 13-3635168

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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

---

7) SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,536,666

---

8) SHARED VOTING POWER  
none

---

9) SOLE DISPOSITIVE POWER  
1,536,666

---

10) SHARED DISPOSITIVE POWER  
none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,536,666

---

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

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.33%

---

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)  (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

	7) SOLE VOTING POWER
NUMBER OF	1,538,666
SHARES	

	8) SHARED VOTING POWER
BENEFICIALLY	none
OWNED BY	
EACH	

	9) SOLE DISPOSITIVE POWER
REPORTING	1,538,666
PERSON	
WITH	

	10) SHARED DISPOSITIVE POWER
	none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,538,666

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.34%

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	
Parche, LLC	20-0870632

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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	7) SOLE VOTING POWER
NUMBER OF	186,454
SHARES	

	8) SHARED VOTING POWER
BENEFICIALLY	



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OWNED BY EACH REPORTING PERSON WITH

none

---

9) SOLE DISPOSITIVE POWER  
186,454

---

10) SHARED DISPOSITIVE POWER  
none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
186,454

---

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

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.65%

---

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  
Starboard Value & Opportunity Fund, LLC 20-0666124

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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

7) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

978,916

---

8 SHARED VOTING POWER  
none

---

9) SOLE DISPOSITIVE POWER  
978,916

---

10) SHARED DISPOSITIVE POWER  
none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
978,916

---

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

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.40%

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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)

---

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	1,165,370
NUMBER OF SHARES		
BENEFICIALLY	8) SHARED VOTING POWER	none
OWNED BY		
EACH	9) SOLE DISPOSITIVE POWER	1,165,370
REPORTING		
PERSON		
WITH	10) SHARED DISPOSITIVE POWER	none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370

---

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

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%

---

14) TYPE OF REPORTING PERSON  
IA, OO

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SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ramus Capital Group, L.L.C.

13-3937658

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

7) SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,165,370

8) SHARED VOTING POWER  
none

9) SOLE DISPOSITIVE POWER  
1,165,370

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%

14) TYPE OF REPORTING PERSON  
IA, OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
C4S & Co., L.L.C.

13-3946794

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

---

7) SOLE VOTING POWER  
NUMBER OF SHARES 1,165,370

---

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON none

---

9) SOLE DISPOSITIVE POWER  
PERSON WITH 1,165,370

---

10) SHARED DISPOSITIVE POWER  
none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370

---

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

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%

---

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  
Peter A. Cohen

---

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

---

7) SOLE VOTING POWER  
NUMBER OF none

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER 1,165,370
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,165,370

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%

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)  (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 1,165,370
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,165,370

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 1,165,370
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,165,370

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%

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  
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<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>none              |
|  | 8) SHARED VOTING POWER<br>1,165,370       |
|  | 9) SOLE DISPOSITIVE POWER<br>none         |
|  | 10) SHARED DISPOSITIVE POWER<br>1,165,370 |
- 
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,165,370
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.04%
- 
- 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  
RJG Capital Partners, L.P. 20-0133443
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)
- 
- 3) SEC USE ONLY
-

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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

	7) SOLE VOTING POWER	
NUMBER OF SHARES		12,500
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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  
PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
RJG Capital Management, LLC 20-0027325

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

	7) SOLE VOTING POWER	
NUMBER OF SHARES		12,500
BENEFICIALLY	8) SHARED VOTING POWER	



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OWNED BY EACH REPORTING PERSON WITH	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   <input type="checkbox"/>	
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) <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 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   <input type="checkbox"/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

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0.04%

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  
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

7) SOLE VOTING POWER  
NUMBER OF SHARES 8,630

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON none

9) SOLE DISPOSITIVE POWER  
PERSON WITH 8,630

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,630

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.03%

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

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

20-0024165

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			
7) SOLE VOTING POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		10,193	
8) SHARED VOTING POWER			
		none	
9) SOLE DISPOSITIVE POWER			
		10,193	
10) SHARED DISPOSITIVE POWER			
		none	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
		10,193	
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)			
		0.04%	
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 51,765
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 51,765
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	51,765
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)	0.18%
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 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 WITH	7) SOLE VOTING POWER 29,412
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 29,412
	10) SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
29,412

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.10%

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)   
(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 100,000

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH none

9) SOLE DISPOSITIVE POWER  
100,000

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
100,000

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.35%

14) TYPE OF REPORTING PERSON  
PN

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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  
 DBZ GP, LLC 42-1657316

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

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3) SEC USE ONLY

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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  
 Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7) SOLE VOTING POWER 100,000
		8) SHARED VOTING POWER none
		9) SOLE DISPOSITIVE POWER 100,000
		10) SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 100,000

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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)  
 0.35%

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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  
 Zwirn Holdings, LLC 30-0080444

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

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3) SEC USE ONLY

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4) SOURCE OF FUNDS

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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

7) SOLE VOTING POWER  
NUMBER OF SHARES 100,000

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON none

9) SOLE DISPOSITIVE POWER  
PERSON WITH 100,000

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
100,000

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.35%

14) TYPE OF REPORTING PERSON  
00

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)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS  
00

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  
NUMBER OF SHARES 100,000

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH none

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REPORTING PERSON WITH	9) SOLE DISPOSITIVE POWER 100,000
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	100,000
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)	0.35%
14) TYPE OF REPORTING PERSON	IN

This Amendment No. 11 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, that certain Amendment No. 2 filed on August 3, 2005, that certain Amendment No. 3 filed on August 25, 2005, that certain Amendment No. 4 filed on September 8, 2005, that certain Amendment No. 5 filed on September 13, 2005, that certain Amendment No. 6 filed on September 28, 2005, that certain Amendment No. 7 filed on October 11, 2005, that certain Amendment No. 8 filed on October 25, 2006, that certain Amendment No. 9 filed on May 30, 2006 and that certain Amendment No. 10 filed on June 1, 2006 (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, 2,816,536 shares of Common Stock, representing approximately 9.77% of the shares of Common Stock presently outstanding.

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

The information contained in 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 115,226 shares of Common Stock. The amount of funds expended for such purchases was approximately \$98,230.23 by Barington Companies Equity Partners, L.P., \$2,134,268.07 by Barington Companies Offshore Fund Ltd., \$71,681.52 by Barington Investments, L.P., \$36,627.92 by Parche, LLC and \$192,229.10 by Starboard Value & Opportunity Fund, LLC.

All purchases and sales 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 purchases of Common Stock were funded by working capital, which may, at any given time,



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include margin loans made by brokerage firms in the ordinary course of business.

### Item 4. Purpose of Transaction.

The information contained in Item 4 of the Statement is hereby amended and supplemented as follows:

On September 21, 2006, Barington delivered a letter to the Company demanding, pursuant to Section 220 of the Delaware General Corporation Law and the common law of the State of Delaware, a listing of the Company's stockholders and other related corporate records in order to allow Barington to communicate with the Company's stockholders regarding matters relating to their interests as stockholders, including, without limitation, in connection with the election of directors at the Company's next annual meeting of stockholders and any other matters that may properly come before such meeting in the event that Barington elects to solicit proxies to elect directors at such meeting.

On September 22, 2006, Barington delivered a second letter to the Company demanding, pursuant to Section 220 of the Delaware General Corporation Law and the common law of the State of Delaware, copies of certain books, records and documents of the Company in order to enable Barington to investigate and communicate with the Company's stockholders regarding matters relating to their interests as stockholders, including, without limitation, the use of corporate assets, the levels and types of compensation, perquisites and benefits provided to directors and executive officers of the Company, the retention, compensation and services of financial advisors, the Company's compliance with its contractual obligations in connection with the Company's offer to purchase for cash 8,750,000 shares of common stock of the Company, the nature of any family, business or personal relationships between the Company's executive officers and directors, and certain decisions by the Board or its committees regarding the foregoing matters or otherwise affecting Board oversight, the management of the Company or other interests of stockholders.

### 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 of this filing, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 500,259 shares of Common Stock, representing approximately 1.74% of the shares of Common Stock presently outstanding based upon the 28,832,426 shares of Common Stock reported by the Company to be issued and outstanding as of June 30, 2006 in its Form 10-Q filed with the Securities and Exchange Commission on July 7, 2006 (the "Issued and Outstanding Shares").

As of the date of this filing, Barington Investments, L.P. beneficially owns 364,107 shares of Common Stock, constituting approximately 1.26% of the Issued and Outstanding Shares. As of the date of this filing, Barington Companies Offshore Fund, Ltd. beneficially owns 672,300 shares of Common Stock, constituting approximately 2.33% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P., representing an aggregate of 864,366 shares, constituting approximately 3.00% of 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 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., constituting approximately 1.74%

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of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC may be deemed to beneficially own the 672,300 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting approximately 2.33% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC and Barington Companies Investors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. As the majority member of Barington Offshore Advisors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 672,300 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,536,666 shares, constituting approximately 5.33% 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 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 672,300 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,536,666 shares of Common Stock, constituting approximately 5.33% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 672,300 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,536,666 shares of Common Stock. Mr. Mitarotonda, who is a director of the Company, also beneficially owns 2,000 restricted shares of Common Stock granted to him under the Company's 2002 Equity Incentive Plan. As a result, Mr. Mitarotonda may be deemed to beneficially own an aggregate of 1,538,666 shares of Common Stock, constituting approximately 5.34% of the Issued and Outstanding Shares. Each of Barington Companies Advisors, LLC and Barington Companies Investors, LLC share voting and dispositive power with respect to the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. Mr. Mitarotonda has sole voting and dispositive power with respect to the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 672,300 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein. Mr. Mitarotonda has sole voting and dispositive power with respect to the 2,000 restricted shares of Common Stock beneficially owned by him.

As of the date of this filing, each of Starboard Value & Opportunity Fund, LLC and Parche, LLC beneficially own 978,916 and 186,454 shares of Common Stock, respectively, constituting approximately 3.40% and 0.65%, respectively, of the Issued and Outstanding Shares. As the managing member of Starboard Value & Opportunity Fund, LLC, and the managing member of Parche, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.04% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, L.L.C. may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.04% of the Issued and Outstanding Shares. As the managing member of Ramius Capital Group, L.L.C., C4S & Co., L.L.C. may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate

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of 1,165,370 shares, constituting approximately 4.04% of the Issued and Outstanding Shares. As the managing members of C4S & Co., L.L.C., each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.04% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 978,916 shares and the 186,454 shares owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.

As of the date of this filing, 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 of this filing, each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. beneficially own 8,630 shares and 10,193 shares of Common Stock, respectively, constituting approximately 0.03% and 0.04%, respectively, of the Issued and Outstanding Shares. As of the date of this filing, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 51,765 shares and 29,412 shares of Common Stock, respectively, constituting approximately 0.18% and 0.10%, 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 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 10,193 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 51,765 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 100,000 shares, constituting approximately 0.35% 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 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 10,193 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 51,765 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 100,000 shares, constituting approximately 0.35% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 10,193 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 51,765 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially

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owned by HCM/Z Special Opportunities LLC, representing an aggregate of 100,000 shares, constituting approximately 0.35% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 10,193 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 51,765 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 100,000 shares, constituting approximately 0.35% of the Issued and Outstanding Shares. 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 that (i) Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as beneficially owned by them and (ii) Barington Companies Advisors, LLC and Barington Companies Investors, LLC have shared authority to vote and dispose of the shares reported as beneficially owned by Barington Companies Equity Partners, L.P. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of the shares reported as beneficially owned by them.

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.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented as follows:

Exhibit No.	Exhibit Description
99.14	Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Starboard Value & Opportunity Fund, LLC, Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn

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Holdings, LLC and Daniel B. Zwirn dated September 27, 2006 (which supersedes and replaces the Agreement of Joint Filing dated May 26, 2006, as previously filed as Exhibit 99.13 to the Schedule 13D Amendment No. 9 filed with the SEC on May 30, 2006).

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SIGNATURES

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: September 27, 2006

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 INVESTMENTS, L.P.  
By: Barington Companies Advisors, LLC, its  
general partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

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

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President

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BARINGTON OFFSHORE 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

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

James A. Mitarotonda

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

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

ADMIRAL ADVISORS, LLC  
By: Ramius Capital Group, L.L.C., its so

RAMIUS CAPITAL GROUP, L.L.C.  
By: C4S & Co., L.L.C.,  
as managing member

C4S & CO., L.L.C.

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

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

JEFFREY M. SOLOMON

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

Individually and as attorney-in-fact for

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Peter A. Cohen, Morgan B. Stark and  
Thomas W. Strauss

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  
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Name: Daniel B. Zwirn  
Title: Managing Member

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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.

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



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By: /s/ Daniel B. Zwiirn  
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Name: Daniel B. Zwiirn  
Title: Managing Member

/s/ Daniel B. Zwiirn  
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Daniel B. Zwiirn

SCHEDULE

This schedule sets forth information with respect to each purchase or sale 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 (*)
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8/21/2006	1,591	\$22.497	\$35,792.73
8/21/2006	2,775	\$22.500	\$62,437.50

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
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8/21/2006	1,161	\$22.497	\$26,119.02
8/21/2006	2,025	\$22.500	\$45,562.50

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
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7/10/2006	5,710	\$22.277	\$127,201.67
7/11/2006	24,106	\$22.167	\$534,357.70
7/12/2006	2,000	\$22.491	\$44,982.00
7/14/2006	9,810	\$22.352	\$219,273.12
7/27/2006	50,000	\$21.525	\$1,076,250.00
8/21/2006	2,141	\$22.497	\$48,166.08
8/21/2006	3,735	\$22.500	\$84,037.50

Shares purchased by Parche, LLC

Date	Number of Shares	Price Per Share	Cost (*)
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8/21/2006	593	\$22.4965	\$13,340.42
8/21/2006	1,035	\$22.5000	\$23,287.50

Shares purchased by Starboard Value & Opportunity Fund, LLC

Date	Number of Shares	Price Per Share	Cost (*)
8/21/2006	3,114	\$22.4965	\$70,054.10
8/21/2006	5,430	\$22.5000	\$122,175.00

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(\* ) Excludes commissions and other execution-related costs.