

HOLLAND WILLARD R
Form 4
November 08, 2004

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLAND WILLARD R

(Last) (First) (Middle)
3 BRIGHTSIDE LANE
(Street)
SAVANNAH, GA 31411
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares	11/04/2004	(1)	M	1,000 A	\$ 14.625 8,000	D	
Common Shares	11/04/2004	(1)	S	1,000 D	\$ 20.56 7,000 (2)	D	

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 14.625	11/04/2004	<u>(1)</u>	M	1,000	02/01/2001 ⁽³⁾ 02/01/2005	Common Shares	1,000
Phantom Stock Units	\$ 21.32	11/04/2004	<u>(1)</u>	A	35.18 ⁽⁴⁾	<u>(1)</u> <u>(1)</u>	Common Shares	35.18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLAND WILLARD R 3 BRIGHTSIDE LANE SAVANNAH, GA 31411		X		

Signatures

/s/ Willard R. Holland, by Laura D. Nemeth as attorney-in-fact.

11/08/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This field is not applicable.

(2) Includes 4,000 shares of restricted stock.

(3) Pursuant to the A. Schulman, Inc. 1992 Non-Employee Directors' Stock Option Plan (a Rule 16b-3 Plan)(the "1992 Plan"), 25% of these options became exercisable on February 1, of each of the years 2001, 2002, 2003 and 2004.

(4) Pursuant to the A. Schulman, Inc. 2002 Equity Incentive Plan, directors may elect to defer all or a portion of their director fees by receiving Phantom Stock Units in lieu of such fees. The number of Phantom Stock Units received is calculated by dividing the amount of fees deferred by the closing price of the Issuer's Common Stock on the last business day of the preceding calendar year. Phantom Stock Units held by directors are credited with, and additional Phantom Stock Units are issued based on the amount of, dividends paid with respect to the Issuer's Common Stock from time to time. The Phantom Stock Units reflected in this Report were issued in lieu of director fees.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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