

HOLLAND WILLARD R  
Form 4  
May 05, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

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

(Last) (First) (Middle)

2 SHADOW BROOK 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)  
05/03/2006

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Instr. 3 and 4)
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Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(1)</sup>	<u>(2)</u>	05/03/2006	A		119.61		<u>(3)</u>	<u>(3)</u>	Common Stock	119.61 \$ 2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLAND WILLARD R 2 SHADOW BROOK LANE SAVANNAH, GA 31411			X	

## Signatures

/s/ Aaron S. Berke, attorney in fact for Willard R.  
Holland

05/05/2006

  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).

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 Common Stock of A. Schulman, Inc. (the "Company") on the last business day of the preceding

(1) 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 Company's Common Stock from time to time. The Phantom Stock Units reflected in this Report were issued based on dividends paid with respect to the Company's Common Stock, which dividends were credited as of the dividend payment date to the Phantom Stock Units held by the Reporting Person.

(2) 1-for-1

(3) Phantom Stock Units are payable in cash following the termination of the Reporting Person's service as a director of the Company.

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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