

Minc David C.
Form 4
January 20, 2009

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 *
Minc David C.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3550 WEST MARKET STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. - Chief Legal Counsel

AKRON, OH 44333

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

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

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/16/2009		A		4,100	<u>A</u> (1)	\$ 0
					10,100	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares ⁽²⁾	<u>(3)</u>	01/16/2009		A	15,800	<u>(2)</u> <u>(2)</u>	Common Stock	15,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Minc David C. 3550 WEST MARKET STREET AKRON, OH 44333			V.P. - Chief Legal Counsel	

Signatures

/s/ Aaron S. Berke, attorney in fact for David C. Minc 01/20/2009

^{**}Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Award represents a grant of restricted stock pursuant to the A. Schulman, Inc. (the "Company") 2006 Equity Incentive Plan (the "2006 Plan"). Under the 2006 Plan, restrictions on stock awards lapse at a rate of 33 1/3% on January 16th of 2010, 2011 and 2012.
Award represents a grant of Performance Shares pursuant to the 2006 Plan, which may be settled for shares of common stock upon the occurrence of specific criteria on January 16, 2012 (the "Settlement Date"). On the Settlement Date, vesting of Performance Shares will be determined based upon: (1) the performance of the Company's shares relative to a group of peer companies in the S&P Special Chemicals Index, as measured by total shareholder returns from the Grant Date to the Settlement Date (the "Performance Period"); and (2) whether the Company's total shareholder returns during the Performance Period are positive or negative. All Performance Shares that do not vest as of the Settlement Date will be forfeited.
- (3) On the Settlement Date, all vested Performance Shares will be settled for shares of the Company's common stock on a 1-to-1 basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.