Caporale Michael JR Form 4 June 02, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Caporale Michael JR

2. Issuer Name and Ticker or Trading Symbol

SCHULMAN A INC [SHLM]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

1.Title of

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner

(Check all applicable)

3668 SHETLAND TRAIL

(Month/Day/Year) 12/12/2008

Other (specify Officer (give title below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ 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

RICHFIELD, OH 44286

(City) (State) (Zip)

(Street)

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and Expiration Date
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		(Month/Day/Year)
Security	or Exercise		any	Code	Derivative	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities	

7. Titl Under (Instr.

Edgar Filing: Caporale Michael JR - Form 4

Derivative Acquired Security (A) or Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Date Title

Com

Sto

Profit

(1) (2) (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Caporale Michael JR 3668 SHETLAND TRAIL X RICHFIELD, OH 44286

Signatures

/s/ Aaron S. Berke, attorney in fact for Michael
Caporale, Jr.

06/02/2009

**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).

Report filed to reflect the disposition of a profit participation interest by Mr. Caporale. As reported on Mr. Caporale's initial Form 3 Report, Mr. Caporale and Ramius LLC ("Ramius") entered into a Profit Participation Agreement (the "Agreement"), whereby Mr. Caporale was entitled to receive profits from the sale of the last \$20,000 worth of A. Schulman, Inc. (the "Company") common stock beneficially owned by Ramius or its affiliates in the event that Mr. Caporale was elected to the Company's Board.

common stock beneficially owned by Ramius or its affiliates, in the event that Mr. Caporale was elected to the Company's Board of Directors at the 2007 Annual Meeting of Stockholders. On January 16, 2008, the Company announced the election of Mr. Caporale to the Company's Board of Directors.

Pursuant to the Agreement, the number of participation shares (the "Participation Shares") attributable to Mr. Caporale was calculated by dividing \$20,000 by the closing price of the Company's common stock on the filing date of Ramius' definitive proxy statement, December 19, 2007. Based upon the closing price of the Company's common stock on December 19, 2007, Mr.

- (2) Caporale became entitled to receive any profit attributable to 951 Participation Shares. Upon disposition of the Participation Shares by Ramius or its affiliates, Mr. Caporale became entitled to receive a payment from Ramius equal to the product of: (i) 951 and (ii) the difference between (x) the sale price of the last 951 shares of the Company's common stock sold by Ramius or its affiliates and (y) \$21.02.
- On June 1, 2009, Mr. Caporale received notice that on December 12, 2008, Ramius sold all 951 Participation Shares for approximately \$15.24 per share, resulting in the disposition of Mr. Caporale's Participation Shares without payment.

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.

Reporting Owners 2