

SCHULMAN A INC  
Form SC 13D/A  
October 09, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

(Rule 13d-101)

(Amendment No. 18)

**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 Barington 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)

**October 5, 2007**

(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 that 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: [ ].**

(Continued on following pages)

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Barington Companies Equity Partners, L.P.

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

(a) **X**

(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 680,410
	8) <b>SHARED VOTING POWER</b> None
	9) <b>SOLE DISPOSITIVE POWER</b> 680,410
	10) <b>SHARED DISPOSITIVE POWER</b> None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
680,410

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
2.50%

14) **TYPE OF REPORTING PERSON**  
PN

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Barington Companies Investors, LLC

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

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)** **o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 680,410
	8) <b>SHARED VOTING POWER</b> None
	9) <b>SOLE DISPOSITIVE POWER</b> 680,410
	10) <b>SHARED DISPOSITIVE POWER</b> None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
680,410

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
2.50%

14) **TYPE OF REPORTING PERSON**  
OO

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Barington Investments, L.P.

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

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)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

**NUMBER OF** 7) **SOLE VOTING POWER**  
**SHARES** 484,713

**BENEFICIALLY** 8) **SHARED VOTING POWER**  
**OWNED BY** None

**EACH**  
**REPORTING** 9) **SOLE DISPOSITIVE POWER**  
**PERSON** 484,713

**WITH**  
10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
484,713

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

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
1.78%

14) **TYPE OF REPORTING PERSON**  
PN

1) **NAME OF REPORTING PERSON**

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Barington Companies Advisors, LLC

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

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)**  **o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 484,713
	8) <b>SHARED VOTING POWER</b> None
	9) <b>SOLE DISPOSITIVE POWER</b> 484,713
	10) <b>SHARED DISPOSITIVE POWER</b> None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
484,713

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
1.78%

14) **TYPE OF REPORTING PERSON**  
OO

CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Barington Companies Offshore Fund, Ltd.

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

(a) **X**  
(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

British Virgin Islands

**NUMBER OF** 7) **SOLE VOTING POWER**  
**SHARES** 1,202,331

**BENEFICIALLY** 8) **SHARED VOTING POWER**  
**OWNED BY** None

**EACH**  
**REPORTING** 9) **SOLE DISPOSITIVE POWER**  
**PERSON** 1,202,331

**WITH**  
10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,202,331

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

**o**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
4.41%

14) **TYPE OF REPORTING PERSON**  
CO

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Barington Offshore Advisors II, LLC

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

(a) **X**

(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF** 7) **SOLE VOTING POWER**  
**SHARES** 1,202,331

**BENEFICIALLY** 8) **SHARED VOTING POWER**  
**OWNED BY** None

**EACH** 9) **SOLE DISPOSITIVE POWER**  
**REPORTING** 1,202,331  
**PERSON**

**WITH** 10) **SHARED DISPOSITIVE POWER**  
None



- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
1,202,331
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
4.41%
- 14) **TYPE OF REPORTING PERSON**  
IA, OO
- 

CUSIP No. 808194104

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- 1) **NAME OF REPORTING PERSON**  
Barington Capital Group, L.P.
- 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**  
NUMBER OF 2,367,454  
SHARES
- 8) **SHARED VOTING POWER**  
BENEFICIALLY OWNED BY None

**EACH  
REPORTING  
PERSON  
WITH**

9) **SOLE DISPOSITIVE POWER**  
2,367,454

10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
2,367,454

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
8.69%

14) **TYPE OF REPORTING PERSON**  
PN

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1) **NAME OF REPORTING PERSON**

LNA Capital Corp.

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

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)**  **o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 2,367,454
	8) <b>SHARED VOTING POWER</b> None
	9) <b>SOLE DISPOSITIVE POWER</b> 2,367,454
	10) <b>SHARED DISPOSITIVE POWER</b> None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
2,367,454

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
9.69%

14) **TYPE OF REPORTING PERSON**  
CO

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

James A. Mitarotonda

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)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b>
	2,371,954 (See Item 5)
	8) <b>SHARED VOTING POWER</b>
	None
	9) <b>SOLE DISPOSITIVE POWER</b>
	2,371,954 (See Item 5)
	10) <b>SHARED DISPOSITIVE POWER</b>
	None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,371,954 (See Item 5)

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

0

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

8.70% (See Item 5)

14) **TYPE OF REPORTING PERSON**

IN

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1) **NAME OF REPORTING PERSON**

RJG Capital Partners, L.P.

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  X  
(b)  0
- 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)**  0
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware
- |  |   |
|--|---|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | 7) <b>SOLE VOTING POWER</b><br>15,000       |
|  | 8) <b>SHARED VOTING POWER</b><br>None       |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>15,000  |
|  | 10) <b>SHARED DISPOSITIVE POWER</b><br>None |
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
15,000
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  0
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.06%
- 14) **TYPE OF REPORTING PERSON**  
PN
-

1) **NAME OF REPORTING PERSON**

RJG Capital Management, LLC

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

(a) **X**  
(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b>
	15,000

<b>OWNED BY EACH REPORTING PERSON WITH</b>	8) <b>SHARED VOTING POWER</b>
	None

<b>REPORTING PERSON WITH</b>	9) <b>SOLE DISPOSITIVE POWER</b>
	15,000

10) <b>SHARED DISPOSITIVE POWER</b>
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,000

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

**o**

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

0.06%

14) **TYPE OF REPORTING PERSON**  
OO

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1) **NAME OF REPORTING PERSON**

Ronald Gross

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

(a) **X**  
(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

**NUMBER OF** 7) **SOLE VOTING POWER**  
**SHARES** 15,000

**BENEFICIALLY** 8) **SHARED VOTING POWER**  
**OWNED BY** None

**EACH**  
**REPORTING** 9) **SOLE DISPOSITIVE POWER**  
**PERSON** 15,000

**WITH**  
10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

15,000

- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.06%
- 14) **TYPE OF REPORTING PERSON**  
IN
- 

CUSIP No. 808194104

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- 1) **NAME OF REPORTING PERSON**  
D.B. Zwirn Special Opportunities Fund, L.P.
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) **X**  
(b) **o**
- 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)** o
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware
- |  |  |
|--|--|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | 7) <b>SOLE VOTING POWER</b><br>16,573      |
|  | 8) <b>SHARED VOTING POWER</b><br>None      |
|  | 9) <b>SOLE DISPOSITIVE POWER</b><br>16,573 |



10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
16,573

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.06%

14) **TYPE OF REPORTING PERSON**  
PN

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

D.B. Zwirn Special Opportunities Fund, Ltd.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)  **X**  
(b)  **0**

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**  
Cayman Islands

7) **SOLE VOTING POWER**

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	73,423	
	8)	<b>SHARED VOTING POWER</b>
	None	
	9)	<b>SOLE DISPOSITIVE POWER</b>
	73,423	
	10)	<b>SHARED DISPOSITIVE POWER</b>
	None	

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

73,423

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

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

0.27%

14) **TYPE OF REPORTING PERSON**

CO

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

HCM/Z Special Opportunities LLC

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)

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 29,412
	8) <b>SHARED VOTING POWER</b> None
	9) <b>SOLE DISPOSITIVE POWER</b> 29,412
	10) <b>SHARED DISPOSITIVE POWER</b> None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

29,412

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

0

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

0.11%

14) **TYPE OF REPORTING PERSON**

CO

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

D.B. Zwirn & Co., L.P.

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

(a) **X**

(b) **0**

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)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

**NUMBER OF** 7) **SOLE VOTING POWER**  
**SHARES** 119,408

**BENEFICIALLY** 8) **SHARED VOTING POWER**  
**OWNED BY** None

**EACH**  
**REPORTING** 9) **SOLE DISPOSITIVE POWER**  
**PERSON** 119,408

**WITH**  
10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
119,408

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

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.44%

14) **TYPE OF REPORTING PERSON**  
PN

1) **NAME OF REPORTING PERSON**

DBZ GP, LLC

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

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)**  **o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7) <b>SOLE VOTING POWER</b> 119,408
	8) <b>SHARED VOTING POWER</b> None
	9) <b>SOLE DISPOSITIVE POWER</b> 119,408
	10) <b>SHARED DISPOSITIVE POWER</b> None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
119,408

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.44%

14) **TYPE OF REPORTING PERSON**  
OO

CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Zwirn Holdings, LLC

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

(a) **X**

(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF** 7) **SOLE VOTING POWER**  
**SHARES** 119,408

**BENEFICIALLY** 8) **SHARED VOTING POWER**  
**OWNED BY** None

**EACH**  
**REPORTING** 9) **SOLE DISPOSITIVE POWER**  
**PERSON** 119,408

**WITH**  
10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

119,408

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

**o**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.44%

14) **TYPE OF REPORTING PERSON**  
OO

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Daniel B. Zwirn

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

(a) **X**  
(b) **o**

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)**

**o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>	7) <b>SOLE VOTING POWER</b>
	119,408
	8) <b>SHARED VOTING POWER</b>
	None
	9) <b>SOLE DISPOSITIVE POWER</b>
	119,408

WITH

10) **SHARED DISPOSITIVE POWER**  
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
119,408

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.44%

14) **TYPE OF REPORTING PERSON**  
IN

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CUSIP No. 808194104

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1) **NAME OF REPORTING PERSON**

Phillip D. Ashkettle

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

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**  
PF

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



<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7)	<b>SOLE VOTING POWER</b>
	4,800	
	8)	<b>SHARED VOTING POWER</b>
	None	
	9)	<b>SOLE DISPOSITIVE POWER</b>
	4,800	
	10)	<b>SHARED DISPOSITIVE POWER</b>
	None	

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
4,800

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
0.02%

14) **TYPE OF REPORTING PERSON**  
IN

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This Amendment No. 18 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 with the SEC on July 1, 2005, that certain Amendment No. 2 filed with the SEC on August 3, 2005, that certain Amendment No. 3 filed with the SEC on August 25, 2005, that certain Amendment No. 4 filed with the SEC on September 8, 2005, that certain Amendment No. 5 filed with the SEC on September 13, 2005, that certain Amendment No. 6 filed with the SEC on September 28, 2005, that certain Amendment No. 7 filed with the SEC on October 11, 2005, that certain Amendment No. 8 filed with the SEC on October 25, 2006, that certain Amendment No. 9 filed with the SEC on May 30, 2006, that certain Amendment No. 10 filed with the SEC on June 1, 2006, that certain Amendment No. 11 filed with the SEC on September 28, 2006, that certain Amendment No. 12 filed with the SEC on October 10, 2006, that certain Amendment No. 13 filed with the SEC on October 12, 2006, that certain Amendment No. 14 filed with the SEC on October 26, 2006, that certain Amendment No. 15 filed with the SEC on November 7, 2006, that certain Amendment No. 16 filed with the SEC on April 4, 2007 and that certain Amendment No. 17 filed with the SEC on August 13, 2007 (collectively, 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.

Item 2(a) - (c) of the Statement is hereby amended and restated as follows:

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(a) - (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC, Barington Capital Group, L.P., LNA Capital Corp., James A. Mitarotonda, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald J. Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, Daniel B. Zwirn and Phillip D. Ashkettle (each, a "Reporting Entity" and, collectively, the "Reporting Entities").

As of October 8, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 2,511,162 shares of Common Stock, representing approximately 9.21% of the shares of Common Stock presently outstanding.

Barington Companies Equity Partners, L.P. is a Delaware limited partnership. The principal business of Barington Companies Equity Partners, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Companies Equity Partners, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Barington Investments, L.P. is a Delaware limited partnership. The principal business of Barington Investments, L.P. is acquiring, holding and disposing of investments in various

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companies. The address of the principal business and principal office of Barington Investments, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Barington Companies Offshore Fund, Ltd. is an international business company organized under the laws of the British Virgin Islands. The principal business of Barington Companies Offshore Fund, Ltd. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Companies Offshore Fund, Ltd. is c/o Bison Financial Services Limited, Bison Court, Road Town, Tortola, British Virgin Islands. The executive officers and directors of Barington Companies Offshore Fund, Ltd. and their principal occupations and business addresses are set forth on Schedule I and incorporated by reference in this Item 2.

The general partner of Barington Companies Equity Partners, L.P. is Barington Companies Investors, LLC. Barington Companies Investors, LLC is a Delaware limited liability company. The principal business of Barington Companies Investors, LLC is serving as the general partner of Barington Companies Equity Partners, L.P. The address of the principal business and principal office of Barington Companies Investors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Companies Investors, LLC.

The general partner of Barington Investments, L.P. is Barington Companies Advisors, LLC. Barington Companies Advisors, LLC is a Delaware limited liability company. The principal business of Barington Companies Advisors, LLC is serving as the general partner of Barington Investments, L.P. The address of the principal business and principal office of Barington Companies Advisors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Companies Advisors, LLC.

The investment advisor of Barington Companies Offshore Fund, Ltd. is Barington Offshore Advisors II, LLC. Barington Offshore Advisors II, LLC is a Delaware limited liability company. The principal business of Barington Offshore Advisors II, LLC is serving as the investment advisor of Barington Companies Offshore Fund, Ltd. The address of the principal business and principal office of Barington Offshore Advisors II, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Offshore Advisors II, LLC.

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Barington Companies Investors, LLC, Barington Companies Advisors, LLC and Barington Offshore Advisors II, LLC are each majority-owned subsidiaries of Barington Capital Group, L.P. Barington Capital Group, L.P. is a New York limited partnership. The principal business of Barington Capital Group, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Capital Group, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

The general partner of Barington Capital Group, L.P. is LNA Capital Corp. LNA Capital Corp. is a Delaware corporation. The principal business of LNA Capital Corp. is serving as the general partner of Barington Capital Group, L.P. The address of the principal business and principal office of LNA Capital Corp. is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the sole stockholder and director of LNA Capital Corp. The executive officers of LNA Capital Corp. and their principal

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occupations and business addresses are set forth on Schedule II and incorporated by reference in this Item 2. The principal occupation of Mr. Mitarotonda is serving as the Chairman and Chief Executive Officer of Barington Capital Group, L.P. The business address of Mr. Mitarotonda is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019.

RJG Capital Partners, L.P. is a Delaware limited partnership formed to engage in the business of acquiring, holding and disposing of investments in various companies. The address of the principal offices of RJG Capital Partners, L.P. is 11517 West Hill Drive, North Bethesda, Maryland 20852.

The general partner of RJG Capital Partners, L.P. is RJG Capital Management, LLC. RJG Capital Management, LLC is a Delaware limited liability company formed to be the general partner of RJG Capital Partners, L.P. The address of the principal offices of RJG Capital Management, LLC is 11517 West Hill Drive, North Bethesda, Maryland 20852. Ronald J. Gross is the Managing Member of RJG Capital Management, LLC. The business address of Mr. Gross is c/o RJG Capital Management, LLC, 11517 West Hill Drive, North Bethesda, Maryland 20852.

D.B. Zwirn Special Opportunities Fund, L.P. is a Delaware limited partnership formed to be a private investment fund. The address of the principal business and principal office of D.B. Zwirn Special Opportunities Fund, L.P. is 745 Fifth Avenue, 18th Floor, New York, New York 10151.

D.B. Zwirn Special Opportunities Fund, Ltd. is an exempted company organized under the laws of the Cayman Islands formed to be a private investment fund. The address of the principal business and principal office of D.B. Zwirn Special Opportunities Fund, Ltd. is c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896 GT, George Town, Harbour Centre, 2nd Floor, Grand Cayman, Cayman Island, British West Indies. HCM/Z Special Opportunities LLC is an exempted company organized under the laws of the Cayman Islands formed to be used as an investment vehicle. The address of the principal business and principal office of HCM/Z Special Opportunities LLC is c/o Highbridge Capital Corporation, Corporate Centre, 4th Floor, 27 Hospital Road, Grand Cayman, Cayman Islands, British West Indies. There are no officers of D.B. Zwirn Special Opportunities Fund, Ltd. or HCM/Z Special Opportunities LLC. The directors of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC and their principal occupations and business addresses are set forth on Schedule III and incorporated by reference in this Item 2.

The manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC is D.B. Zwirn & Co., L.P. D.B. Zwirn & Co., L.P. is a Delaware limited partnership. The principal business of D.B. Zwirn & Co., L.P. is acting as the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC. The address of the principal business and principal office of D.B. Zwirn & Co., L.P. is 745 Fifth Avenue, 18th Floor, New York, New York 10151. The general partner of D.B. Zwirn & Co., L.P. is DBZ GP, LLC. DBZ GP, LLC is a Delaware limited liability company that acts as the general partner of D.B. Zwirn & Co., L.P. The address of the principal business and principal office of DBZ GP, LLC is 745 Fifth Avenue, 18th Floor, New York, New York 10151.

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The managing member of DBZ GP, LLC is Zwirn Holdings, LLC. Zwirn Holdings, LLC is a Delaware limited liability company that acts as the managing member of DBZ GP, LLC. The address of the principal business and principal office of Zwirn Holdings, LLC is 745 Fifth Avenue,

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18th Floor, New York, New York 10151. Daniel B. Zwirn is the managing member of Zwirn Holdings, LLC. The business address of Mr. Zwirn is c/o D.B. Zwirn & Co., L.P., 745 Fifth Avenue, 18th Floor, New York, New York 10151.

The business address of Phillip D. Ashkettle is 26045 Fawnwood Ct., Bonita Springs, Florida 34134. His present principal occupation is as a business advisor.

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.

Item 2(d) - (f) of the Statement is hereby amended and restated as follows:

(d) - (e) During the last five years, none of the Reporting Entities or any other person identified in response to this Item 2 was convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each natural person identified in Item 2 is a citizen of the United States, other than Graham Cook, a director of Barington Companies Offshore Fund, Ltd., Alison Nolan, a director of D.B. Zwirn Special Opportunities Fund, Ltd. and Hugh Thompson, a director of HCM/Z Special Opportunities LLC, each of whom is a citizen of the United Kingdom, and Jonathan Clipper, a director of Barington Companies Offshore Fund, Ltd., who is a citizen of Bermuda and the United Kingdom.

### 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, Barington Companies Equity Partners, L.P., Barington Investments, L.P. and Barington Companies Offshore Fund, Ltd. purchased an aggregate of 29,600 shares of Common Stock. The amount of funds expended for such purchase was approximately \$58,520.28 by Barington Companies Equity Partners, L.P., \$142,968.00 by Barington Investments, L.P. and \$370,383.72 by Barington Companies Offshore Fund, Ltd.

Phillip D. Ashkettle owns 4,800 shares of Common Stock which he purchased in September 2007. All such purchases of Common Stock were funded by the personal funds of Mr. Ashkettle. The amount of funds expended for such purchases by Mr. Ashkettle was approximately \$95,776.32.

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### Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended and supplemented as follows:

On October 5, 2007, Barington delivered to the Secretary of the Company a letter (the "Nomination Letter") notifying the Company of Barington's intention to nominate James A. Mitarotonda and Phillip D. Ashkettle for election to the Board of Directors of the Company at the 2007 Annual Meeting of Stockholders of the Company. A copy of the Nomination Letter is attached as Exhibit 99.24 hereto and incorporated herein by reference. In connection with the Nomination Letter, Barington obtained the consent of each of Mr. Mitarotonda and Mr. Ashkettle to being nominated as a director of the Company, to being named in any proxy statement filed by Barington with respect to such nomination and to serving as a director of the Company if elected.

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Mr. Mitarotonda, 53, is the Chairman, President and Chief Executive Officer of Barington Capital Group, L.P. Mr. Mitarotonda has significant experience representing shareholder interests on the boards of publicly traded corporations. He is currently a director of the Company and The Pep Boys – Manny, Moe & Jack. He has also served as a director of Register.com, Inc., Dynabazaar, Inc. and L Q Corporation, Inc.

Mr. Ashkettle, 62, has over 30 years experience in the chemicals and plastics industries, including serving as Chairman, President and Chief Executive Officer of M.A. Hanna Company; President, Chief Executive Officer and a director of Reichhold Chemicals, Inc.; and in a number of senior management positions at Ashland Chemical, Inc. Mr. Ashkettle currently serves as a business advisor to private equity firms interested in investigating acquisition and investment opportunities in the chemicals, plastics and materials sectors.

Item 5. Interest in Securities of the Issuer.

Item 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of October 8, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 680,410 shares of Common Stock, representing approximately 2.50% of the shares of Common Stock presently outstanding based upon the 27,257,619 shares of Common Stock reported by the Company to be issued and outstanding as of June 22, 2007 in its Form 10-Q filed with the Securities and Exchange Commission on June 29, 2007 (the "Issued and Outstanding Shares").

As of October 8, 2007, Barington Investments, L.P. beneficially owns 484,713 shares of Common Stock, representing approximately 1.78% of the Issued and Outstanding Shares. As of October 8, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 1,202,331 shares of Common Stock, representing approximately 4.41% 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 680,410 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 2.50% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 484,713 shares of Common Stock beneficially owned by Barington Investments, L.P., representing

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approximately 1.78% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 1,202,331 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 4.41% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 680,410 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 484,713 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,202,331 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 2,367,454 shares, representing approximately 8.69% 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 680,410 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 484,713 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,202,331 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 2,367,454 shares of Common Stock, representing approximately 8.69% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 680,410 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 484,713 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,202,331 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 2,367,454 shares of Common Stock. Mr. Mitarotonda, who is a director of the Company, also beneficially owns 2,000 shares of restricted Common Stock granted to him under the Company's 2002 Equity Incentive Plan and 2,500 shares of restricted Common Stock granted to him under the Company's 2006 Equity Incentive Plan. As a result, Mr. Mitarotonda may be deemed to beneficially own an aggregate of 2,371,954 shares of Common Stock, representing approximately 8.70% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 680,410 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 484,713 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,202,331 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 power, but not dispositive power, with respect to the 4,500 shares of restricted Common Stock beneficially owned by him.

As of October 8, 2007, RJG Capital Partners, L.P. beneficially owns 15,000 shares of Common Stock, representing approximately 0.06% 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 15,000 shares beneficially owned by RJG Capital Partners, L.P., representing approximately 0.06% 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., Ronald J. Gross may be deemed to beneficially own the 15,000 shares beneficially owned by RJG Capital Partners, L.P., representing approximately 0.06% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 15,000 shares beneficially owned by RJG Capital Partners, L.P. by virtue of his authority to vote and

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dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of October 8, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 16,573 shares of Common Stock, representing approximately 0.06% of the Issued and Outstanding Shares. As of October 8, 2007, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 73,423 shares and 29,412 shares of Common Stock, respectively, representing approximately 0.27% and 0.11%, 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, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 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, constituting an aggregate of 119,408 shares, representing approximately 0.44% 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 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 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, constituting an aggregate of 119,408 shares, representing approximately 0.44% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 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, constituting an aggregate of 119,408 shares, representing approximately 0.44% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 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, constituting an aggregate of 119,408 shares, representing approximately 0.44% of the Issued and Outstanding Shares. Mr. Zwirn has sole voting and dispositive power with respect to the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 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. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

As of October 8, 2007, Phillip D. Ashkettle beneficially owns 4,800 shares of Common Stock, constituting approximately 0.02% of the Issued and Outstanding Shares.

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

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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 Mr. Mitarotonda has sole voting power, but not dispositive power, over the 4,500 shares of restricted Common Stock beneficially owned by him.

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.

(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Entities, other than Mr. Ashkettle, since the filing of the Statement are described in Schedule IV attached hereto and incorporated herein by reference. Information concerning all transactions in shares of Common Stock effected by Mr. Ashkettle within the last 60 days are described in Schedule V attached hereto and incorporated herein by reference.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

Item 6 of the Statement is hereby amended and supplemented as follows:

As further described in Item 4 above, Phillip D. Ashkettle has agreed to be named on a slate of nominees for election to the Board of Directors of the Company at the Company's 2007 Annual Meeting of Stockholders, to being named in any proxy statement filed by Barington with respect to such nomination and to serving as a director of the Company if elected.

Barington expects to enter into an agreement with Mr. Ashkettle pursuant to which, among other things, he will be indemnified against certain potential liabilities that might arise in connection with being named as a director nominee and related matters. Barington also intends to reimburse any reasonable and documented out-of-pocket expenses incurred by Mr. Ashkettle in connection with being named on the slate of nominees for election to the Board of Directors of the Company at the Annual Meeting. There is currently no written agreement between the parties with respect to the foregoing.

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Item 7. Material to be Filed as Exhibits.

<u>Exhibit No</u>	<u>Exhibit Description</u>	<u>Page</u>
99.23	Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC, Barington Capital Group, L.P., LNA Capital Corp., James A. Mitarotonda, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald J. Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co.,	39 to 42

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L.P., DBZ GP, LLC, Zwirn Holdings, LLC, Daniel B. Zwirn and Phillip D. Ashkettle dated October 9, 2007 (which supersedes and replaces the Agreement of Joint Filing dated April 4, 2007, as previously filed as Exhibit 99.22 to the Schedule 13D Amendment No. 16 filed with the SEC on April 4, 2007).

99.24

Letter, dated October 5, 2007, from Barington to the Secretary of the Company.

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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: October 9, 2007

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 COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its  
general partner



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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

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BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

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

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Title: President and CEO

/s/ James A. Mitarotonda  
James A. Mitarotonda

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

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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, LTD.

By: D.B. Zwirn & Co., L.P., its manager

By: DBZ GP, LLC, its general partner

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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

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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

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

/s/ Daniel B. Zwirn  
Daniel B. Zwirn

/s/ Phillip D. Ashkettle  
Phillip D. Ashkettle

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**SCHEDULE I**

Directors and Officers of Barington Companies Offshore Fund, Ltd.

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
James A. Mitarotonda Director and President	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Sebastian E. Cassetta Director	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Jonathan Clipper Director	Managing Director of Bedford Management Ltd	7 Reid Street, Suite 108 Hamilton HM11, Bermuda
Graham Cook Director	Director/Manager, Corporate Services of Byson Financial Services, Ltd.	Bison Court P.O. Box 3460 Road Town, Tortola British Virgin Islands
Citigroup Fund Services, Ltd. Secretary	Fund Administration	Washington Mall 1, 3 <sup>rd</sup> Flr. 22 Church Street Hamilton HM11, Bermuda
Seth I. Berman Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019

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**SCHEDULE II**

Officers of LNA Capital Corp.

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
James A. Mitarotonda President and CEO	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Sebastian E. Cassetta Secretary	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019
Seth I. Berman Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 <sup>th</sup> Floor New York, NY 10019

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**SCHEDULE III**

Directors of D.B. Zwirn Special Opportunities Fund, Ltd.

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
Daniel B. Zwirn Director	Managing Partner of D.B. Zwirn & Co., L.P.	745 Fifth Avenue 18 <sup>th</sup> Floor New York, NY 10151
Alison Nolan Director	Managing Director of Athena International Management Limited	Ugland House, 113 South Church Street, George Town, Grand Cayman

Directors of HCM/Z Special Opportunities LLC

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<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>
Glenn R. Dubin Director	Managing Member/Co-Founder of Highbridge Capital Management and Co-Chairman of Dubin & Swieca Capital Management	9 West 57th Street 27 <sup>th</sup> Floor New York, NY 10019
Hugh G. Thompson Director	Senior Vice President of Maples Finance Limited	PO Box 1093GT Queensgate House South Church Street, George Town Grand Cayman, Cayman Islands

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**SCHEDULE IV**

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by the Reporting Entities, other than Phillip D. Ashkettle, since the filing of the Statement. All transactions were effectuated in open market transactions through a broker.

Shares purchased by Barington Companies Equity Partners, L.P.

<b>Date</b>	<b>Number of Shares</b>	<b>Price Per Share</b>	<b>Cost (*)</b>
8/16/2007	3,029	\$19.320	\$58,520.28

Shares purchased by Barington Investments, L.P.

<b>Date</b>	<b>Number of Shares</b>	<b>Price Per Share</b>	<b>Cost (*)</b>
8/16/2007	7,400	\$19.320	\$142,968.00

Shares purchased by Barington Companies Offshore Fund, Ltd.

<b>Date</b>	<b>Number of Shares</b>	<b>Price Per Share</b>	<b>Cost (*)</b>
8/16/2007	19,171	\$19.320	\$370,383.72

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

**SCHEDULE V**

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by Phillip D. Ashkettle within the last 60 days. All transactions were effectuated in open market transactions through a broker.

Shares purchased by Phillip D. Ashkettle

<b>Date</b>	<b>Number of Shares</b>	<b>Price Per Share</b>	<b>Cost (*)</b>
9/13/2007	4,800	\$19.9534	\$95,776.32

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