BARINGTON COMPANIES EQUITY PARTNERS L P Form SC 13D/A April 04, 2007

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

SCHEDULE 13D (Rule 13d-101) (Amendment No. 16)

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)

March 30, 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)

(Page 1 of 42 Pages)

SCHEDULE 13D

CUSIP No. 808194104

Page 2 of 42 Pages

1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Companies Equity Partners, L.P. 13-4088890

2)	CHECK THE	APPROPRIATI	E BOX IF A ME	MBER OF A GR	ROUP (a)	X		
					(b)	1_1		
3)	SEC USE O	NLY						
4)	SOURCE OF	FUNDS	WC					
 5)		IF DISCLOSI	URE OF LEGAL d) OR 2(e)	PROCEEDINGS	IS REQUIR	ED _		
 6)		IP OR PLACE Delaware	OF ORGANIZAT	ION				
		7) S	DLE VOTING PO 578,918					
OWNE	FICIALLY D BY	•	HARED VOTING none	POWER				
PERS	RTING ON		DLE DISPOSITI 578,918					
WITH		10) Si	HARED DISPOSI none	TIVE POWER				
 11)	AGGREGATE PERSON	AMOUNT BENI	EFICIALLY OWN 578,918	ED BY EACH R	REPORTING			
 12)	CHECK BOX		 REGATE AMOUNT	IN ROW (11)	EXCLUDES	I_I		
 13)	PERCENT O		RESENTED BY A	MOUNT IN ROW	 I (11)			
,		PORTING PER:	PN					
CUSI	P No. 8081	94104	SCHE	DULE 13D		Page 3	3 of 42	Pages
1)	I.R.S. ID		RSON N NO. OF ABOV es Investors,		ITITIES ON 13-41			
 2)	CHECK THE	APPROPRIATI	E BOX IF A ME	 MBER OF A GR	COUP (a)	X		
					(b)	1_1		

3)	SEC USE C	NLY									
4)	SOURCE OF	FUNDS	(00							
 5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _										
6)	CITIZENSE	HIP OR PLAC	E OF (ORGANIZA	TION						
NUMB	ER OF	7)		/OTING F	OWER						
BENE	FICIALLY D BY	8)		VOTING	; POWER						
REPO PERS	RTING ON	9)		DISPOSIT 578,918	:IVE POV	VER					
WITH10)				ARED DISPOSITIVE POWER none							
11)	AGGREGATE PERSON	AMOUNT BE		TALLY OW	NED BY	EACH RE	PORTING				
 12)	CHECK BOX	THE AG	GREGA	TE AMOUN	IT IN RO	 DW (11)	EXCLUDE:	 S _			
13)	PERCENT C	DF CLASS RE		 NTED BY 2.15%	AMOUNT	IN ROW	(11)				
14)	TYPE OF F	REPORTING P		00							
CIIST	P No. 8081	94104		SCF	HEDULE 1	13D		Page	e 4 of	42	Pages
1) N	I.R.S. ID	PORTING PER ENTIFICATI gton Invest	ON NO)VE PERS	SON (ENT		NLY) 871525			
2)	CHECK THE	APPROPRIA	K IF A M	IEMBER (OF A GRO						
 3)	SEC USE C	 NT.Y					(b)	_			

4)	SOURCE OF	FUNDS	WC					
5)		IF DISCLOSU O ITEMS 2 (d	RE OF LEGAL NOR 2(e)	PROCEEDINGS	IS REQUIR	ED _		
6)	-	P OR PLACE elaware	OF ORGANIZAT	·ion				
	BER OF	7) SOL	E VOTING POW 397,916	 IER				
	FICIALLY D BY	8) SH	ARED VOTING	POWER				
	ORTING SON	9) SC	DISPOSITI 397,916	VE POWER				
		10) SH	ARED DISPOSI none	TIVE POWER				
11)	AGGREGATE PERSON	AMOUNT BENE	FICIALLY OWN 397,916	IED BY EACH	REPORTING			
12)) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _							
13)	PERCENT OF	CLASS REPR	ESENTED BY A	MOUNT IN RC)W (11)			
14)	TYPE OF RE	PORTING PER	SON PN					
			SCHE	CDULE 13D				
CUSI	P No. 80819	4104				Page 5 of 42 Pages		
1)	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Companies Advisors, LLC 20-0327470							
2)	CHECK THE	APPROPRIATE	BOX IF A ME	MBER OF A G				
					(b)	1_1		
3)	SEC USE ON	LY						

4)	SOURCE OF	F FUNDS	00
5)		K IF DISCLOSURE TO ITEMS 2(d)	OF LEGAL PROCEEDINGS IS REQUIRED OR 2(e) _
6)	CITIZENS	HIP OR PLACE OF Delaware	ORGANIZATION
NUME SHAF	BER OF	7) SOLE	VOTING POWER 397,916
BENE	EFICIALLY ED BY	8) SHAR	RED VOTING POWER none
	ORTING SON	9) SOLE	DISPOSITIVE POWER 397,916
WIII	1	10) SHAR	RED DISPOSITIVE POWER none
11)	AGGREGATI PERSON	E AMOUNT BENEFI	CIALLY OWNED BY EACH REPORTING 397,916
12)	CHECK BOY		GATE AMOUNT IN ROW (11) EXCLUDES
13)	PERCENT (DF CLASS REPRES	SENTED BY AMOUNT IN ROW (11) 1.48%
14)	TYPE OF RI	EPORTING PERSON	IA, OO
CUSI	IP No. 8081	194104	SCHEDULE 13D Page 6 of 42 Pages
1)	I.R.S.		ON I NO. OF ABOVE PERSON (ENTITIES ONLY) Offshore Fund, Ltd.
2)	CHECK THI	E APPROPRIATE B	SOX IF A MEMBER OF A GROUP (a) X
			(b) _
3)	SEC USE (
4)	SOURCE OF	 F FUNDS	

5)	CHECK BOX I		E OF LEGAL PROCEED OR 2(e)	INGS IS REQUIR	ED _			
6)		OR PLACE O	F ORGANIZATION n Islands					
	ER OF	7) SOL	E VOTING POWER 961,950					
OWNE	FICIALLY D BY	,	RED VOTING POWER none					
PERS	RTING ON		E DISPOSITIVE POWE	R				
WITH		10) SHA	RED DISPOSITIVE PO none	WER				
11)	AGGREGATE A	 MOUNT BENEF	 ICIALLY OWNED BY E.	ACH REPORTING				
			961,950					
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _							
13)	PERCENT OF	CLASS REPRE	SENTED BY AMOUNT I	N ROW (11)				
14)	IYPE OF REPO	RTING PERSO	N CO					
CUSI	P No. 808194	104	SCHEDULE 13	D	Page 7 of 42 Pages			
1)		TIFICATION	ON NO. OF ABOVE PERSO Advisors, LLC	N (ENTITIES ON 20-47				
2)	CHECK THE A	 PPROPRIATE	BOX IF A MEMBER OF	A GROUP (a)	 _			
				(b)	X			
3)	SEC USE ONL	 Y						
4)	SOURCE OF F	UNDS	00					

5)	CHECK BOX IN		RE OF LEGAL PROCEEDINGS) OR 2(e)	IS REQUIRI	ED _
6)		OR PLACE Delaware	OF ORGANIZATION		
	BER OF	7) SC	LE VOTING POWER		
BEN:	EFICIALLY ED BY	8) SH	ARED VOTING POWER none		
PER	ORTING SON	9) SC	LE DISPOSITIVE POWER none		
WIT.	н —	10) SH	ARED DISPOSITIVE POWER none		
11)	AGGREGATE AN	 10unt bene	FICIALLY OWNED BY EACH	REPORTING	
12)	CHECK BOX II		EGATE AMOUNT IN ROW (11) EXCLUDES	I_I
13)	PERCENT OF (CLASS REPR	ESENTED BY AMOUNT IN RO	 W (11)	
14)	TYPE OF REPO	DRTING PER	SON IA, OO		
	IP No. 808194:		SCHEDULE 13D		Page 8 of 42 Pages
,		FICATION N	N O. OF ABOVE PERSON (ENT Visors II, LLC	TITIES ONLY) 20-832	
2)	CHECK THE AI	PPROPRIATE	BOX IF A MEMBER OF A G	ROUP (a)	X
				(b)	_
3)	SEC USE ONLY				
4)	SOURCE OF FU				
5)	CHECK BOX II PURSUANT TO		RE OF LEGAL PROCEEDINGS) OR 2(e)	IS REQUIRE	 ED _

6)	CITIZENS	HIP OR PLA Delaware	CE OF	ORGANIZAT	ION					
	BER OF	7)	SOLE	VOTING POW 961,950	VER					
OWNE	FICIALLY D BY	8)		D VOTING P	POWER					
EACH REPORTING PERSON WITH		9)	SOLE	DISPOSITIV	/E POWER					
WIII	•	10)		D DISPOSIT	TIVE POW	ER				
11)	AGGREGATI PERSON	E AMOUNT B	 ENEFIC	CIALLY OWNE	ED BY EA	 CH REPOR	 RTING			
12)	CHECK BOX		 GGREG <i>I</i>	TE AMOUNT	IN ROW	(11) EXC	 CLUDES	I_I		
13)	PERCENT (OF CLASS R	 EPRESE	ONTED BY AN	 MOUNT IN	ROW (11	 L)			
14)	TYPE OF I	REPORTING		IA, 00						
CUSI	P No. 8081	L94104 		SCHEI	DULE 13D			Page	9 of 4	2 Pages
1)			ION NO	OF ABOVE	E PERSON	(ENTIT		LY) 35132		
2)	CHECK THE	E APPROPRI	ATE BO	OX IF A MEN	MBER OF 2	A GROUP	, ,			
							(b)	_		
3)	SEC USE (
4)	SOURCE OF	F FUNDS								
5)	CHECK BOX		OSURE	OF LEGAL P						

6)	CITIZENS	HIP OR PLA New York	CE OF	ORGANIZATION				
	ER OF	,		VOTING POWER 1,938,784				
OWNED BY		8)	SHAR	ED VOTING POWER none				
EACH REPO PERS WITH	RTING ON		SOLE	DISPOSITIVE POWER 1,938,784				
***		10)	SHAR	ED DISPOSITIVE POWER none				
11)	AGGREGATI PERSON	E AMOUNT B	ENEFI	CIALLY OWNED BY EACH REPORTING 1,938,784				
12)	CHECK BOX		GGREG	ATE AMOUNT IN ROW (11) EXCLUDES				
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.19%							
14)	TYPE OF I	REPORTING		N PN				
CUSI	P No. 8083	L94104		SCHEDULE 13D Page 10 of 42 Pages				
1)	I.R.S. II	REPORTING DENTIFICAT apital Cor	ION N	N O. OF ABOVE PERSON (ENTITIES ONLY) 13-3635168				
2)	CHECK THE	E APPROPRI	ATE B	OX IF A MEMBER OF A GROUP (a) X				
				(b) _				
•	SEC USE (ONLY						
		F FUNDS						
5)	PURSUANT	TO ITEMS	2(d)					
				ORGANIZATION				

Delaware

	SER OF	7)	SOLE	VOTING POWER 1,938,784					
OWNE	FICIALLY D BY	8)		ED VOTING POWER					
		9)		DISPOSITIVE POWER 1,938,784					
WIID		10)		ED DISPOSITIVE POWER none					
11)	AGGREGATE PERSON	AMOUNT B	ENEFIC	CIALLY OWNED BY EACH REE	PORTING				
 12)	CHECK BOX		 GGREG <i>l</i>	ATE AMOUNT IN ROW (11) E	EXCLUDES	_			
13)	PERCENT C	F CLASS R	 EPRESI	ENTED BY AMOUNT IN ROW 7.19%	(11)				
14)	TYPE OF F	EPORTING	 PERSOI	CO 1					
CUSI	P No. 8081	94104		SCHEDULE 13D		Page	11 of	42	Pages
1)			ATION	NO. OF ABOVE PERSON (EN	TITIES	ONLY)			
2)	CHECK THE	APPROPRI	ATE BO	OX IF A MEMBER OF A GROU	JP (a)	X			
					(b)				
3)	SEC USE C								
4)	SOURCE OF	' FUNDS		00					
5)		IF DISCL			~	_			
6)		IIP OR PLA United St		ORGANIZATION					

	BER OF	7) SOLE	VOTING POWER 1,940,784						
OWNE	CFICIALLY CD BY	8) SHAR	ED VOTING POWER						
EACH REPO PERS WITH	ORTING SON	9) SOLE	9) SOLE DISPOSITIVE POWER 1,940,784						
W 1 11.		10) SHAR	ED DISPOSITIVE POWER none						
11)	AGGREGATE AM PERSON	OUNT BENEFI	CIALLY OWNED BY EACH REPOR	RTING					
			1,940,784						
12)	CHECK BOX IF CERTAIN SHAR		ATE AMOUNT IN ROW (11) EX	CLUDES					
13)	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW (12	L)					
14)	TYPE OF REPO	RTING PERSO	N IN						
CUSI	TP No. 8081941	04	SCHEDULE 13D	Page 12 of 42 Pages					
1)			O. OF ABOVE PERSON (ENTIT	IES ONLY) 20-0133443					
2)	CHECK THE AP	 PROPRIATE B	OX IF A MEMBER OF A GROUP	(a) X					
				(b) _					
3)	SEC USE ONLY								
4)	SOURCE OF FU	 NDS	WC						
 5)	CHECK BOX IF PURSUANT TO		OF LEGAL PROCEEDINGS IS I	REQUIRED					
6)		OR PLACE OF aware	ORGANIZATION						
NUME	BER OF	7) SOLE	VOTING POWER 12,500						

OWNE	FICIALLY D BY	8)	-	ED VOTING PC	 WER					
PERS	RTING ON	9)	SOLE	DISPOSITIVE 12,500	POWER					
WITH		1()) SHARI	ED DISPOSITI none	VE POWER					
11)	AGGREGATE PERSON	AMOUNT	BENEFI	CIALLY OWNED	BY EACH REP	ORTING				
				· 						
12)	CHECK BOX		AGGREGA	ATE AMOUNT I	N ROW (11) E	XCLUDES	I_I			
13)	3) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%									
14)	TYPE OF R	EPORTING	PERSO	PN						
CUSI	P No. 8081	94104		SCHEDU	LE 13D		Page 13 of 42 Pages			
1)		ENTIFICA	ATION NO		PERSON (ENTI	TIES ONI 20-002	•			
2)	CHECK THE	APPROPI	RIATE BO	OX IF A MEMB	ER OF A GROUI	 P (a)	X			
						(b)	1_1			
3)	SEC USE O	NLY								
4)	SOURCE OF	FUNDS		00						
5)	CHECK BOX				OCEEDINGS IS	REQUIRI	ED _			
6)		IP OR PI		ORGANIZATIC)N					
NUMB	ER OF	7)	SOLE	VOTING POWE	iR					
SHAR BENE		8)	SHARI	ED VOTING PC	 WER					
OWNED BY				none						

EACH REPORTING PERSON		9)	SOLE		
WITH	_	10)	SHARE	D DISPOSITIVE POWER	
11)	AGGREGATE PERSON	AMOUNT BI	ENEFIC	TIALLY OWNED BY EACH REPORTING	
12)	CHECK BOX CERTAIN SH		 GGREG <i>I</i>	TE AMOUNT IN ROW (11) EXCLUDE:	S _
13)	PERCENT OF	CLASS RI	EPRESE	NTED BY AMOUNT IN ROW (11)	
14)	TYPE OF REP	ORTING PI	ERSON	00	
CUSI	P No. 80819	4104		SCHEDULE 13D	Page 14 of 42 Pages
1)				NO. OF ABOVE PERSON (ENTITIES	ONLY)
2)	CHECK THE	APPROPRIA	ATE BO	X IF A MEMBER OF A GROUP (a)	X
				(b)	_
3)	SEC USE ON	LY			
4)	SOURCE OF	FUNDS		00	
5)	CHECK BOX PURSUANT T			OF LEGAL PROCEEDINGS IS REQUI	RED _
6)		P OR PLAC		ORGANIZATION	
NUME	BER OF	7)	SOLE	VOTING POWER 12,500	
BENE	FICIALLY D BY	8)		D VOTING POWER	
	RTING		SOLE	DISPOSITIVE POWER	

PERS WITH		12,500	
WIIU		10) SHARED DISPOSITIVE POWER none	
11)	AGGREGATE PERSON	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 12,500	
 12)	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES HARES	I_I
13)	PERCENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.05%	
14) 	TYPE OF R	REPORTING PERSON IN	
CUSI	P No. 8081	SCHEDULE 13D 94104	Page 15 of 42 Pages
1)	I.R.S. ID	REPORTING PERSON DENTIFICATION NO. OF ABOVE PERSON (ENTITIES ON: Swirn Special Opportunities Fund, L.P. 73-16	
2)	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
3)	SEC USE C	ONLY	
4)	SOURCE OF	'FUNDS WC	
5)		(IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)	========== ED _
6)		IIP OR PLACE OF ORGANIZATION Delaware	
	ER OF	7) SOLE VOTING POWER 14,507	
	FICIALLY D BY	8) SHARED VOTING POWER none	
	RTING ON	9) SOLE DISPOSITIVE POWER 14,507	

10) SHARED DISPOSITIVE POWER none

11)	AGGREGATE AMOU	JNT BI	ENEFI	CIALLY OWNED BY EACH REPORTING 14,507	
12)	CHECK BOX IF T		GGREGA	ATE AMOUNT IN ROW (11) EXCLUDES	_
13)	PERCENT OF CLA	ASS RI	EPRESI	ENTED BY AMOUNT IN ROW (11) 0.05%	
14)	TYPE OF REPORT	ΓING I	PERSOI	N PN	
CUSI	P No. 808194104	1		SCHEDULE 13D	Page 16 of 42 Pages
1)		FICAT	ION NO	N D. OF ABOVE PERSON (ENTITIES ONI oportunities Fund, Ltd.	.Ү)
2)	CHECK THE APPF	ROPRI	ATE BO	OX IF A MEMBER OF A GROUP (a)	
3)	SEC USE ONLY				
4)	SOURCE OF FUND)S		WC	
5)	CHECK BOX IF I			OF LEGAL PROCEEDINGS IS REQUIRE DR 2(e)	 D _
6)	CITIZENSHIP OF			ORGANIZATION	
	ER OF	7)	SOLE	VOTING POWER 70,409	
OWNE	FICIALLY D BY	8)	SHARI	ED VOTING POWER none	
PERS	RTING ON	9)	SOLE	DISPOSITIVE POWER 70,409	
WITH		10)	SHARI	ED DISPOSITIVE POWER none	

AGGREGATI PERSON	E AMOUNT B	ENEFICIAL	LY OWNED BY	Y EACH RE	PORTING		
		70,	409				
		GGREGATE	AMOUNT IN F	 ROW (11)	EXCLUDES	_	
PERCENT (OF CLASS R			r in ROW	(11)		
TYPE OF I	REPORTING	PERSON CO					
			SCHEDULE	13D			
						Page 17 of 42 Pag	ges
I.R.S. II	DENTIFICAT	ION NO. O		RSON (ENT		·	
CHECK THI	E APPROPRI	ATE BOX I	F A MEMBER	OF A GRO	 UP (a)	X	
					(b)	1_1	
SEC USE (ONLY						
SOURCE OF	F FUNDS	WC					
CITIZENS			ANIZATION				
	7)						
FICIALLY D BY	8)			₹			
RTING ON	9)			OWER			
	10)			POWER			
	PERSON CHECK BOY CERTAIN S PERCENT (TYPE OF I TYPE OF I HCM/Z CHECK THI SEC USE (PURSUANT CITIZENSI ER OF ES	CHECK BOX IF THE A CERTAIN SHARES PERCENT OF CLASS R TYPE OF REPORTING I.R.S. IDENTIFICAT HCM/Z Special O CHECK THE APPROPRI SEC USE ONLY SOURCE OF FUNDS CHECK BOX IF DISCL PURSUANT TO ITEMS CITIZENSHIP OR PLA Cayman IS CITIZENSHIP OR PLA Cayman IS 7) ER OF ES FICIALLY 8) D BY RTING 9) ON	CHECK BOX IF THE AGGREGATE ACCERTAIN SHARES PERCENT OF CLASS REPRESENTED 0.2 TYPE OF REPORTING PERSON CO P No. 808194104 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF HCM/Z Special Opportunit. CHECK THE APPROPRIATE BOX IN SEC USE ONLY SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF PURSUANT TO ITEMS 2 (d) OR 2 CITIZENSHIP OR PLACE OF ORGANICAL CAYMAN ISLANDS TO SOLE VOTING PERSON ISLANDS TO SOLE DISSON ISLANDS TO SOLE DISSON ISLANDS TO SOLE DISSON ISLANDS TO SHARED DESCRIPTION TO THE PERSON ISLANDS TO SOLE DISSON ISLANDS TO SOLE DISSON ISLANDS TO SOLE DISSON ISLANDS TO SOLE DISSON ISLANDS TO SHARED DESCRIPTION TO THE PERSON ISLANDS TO SOLE DISSON ISLANDS TO SOLE DISSON ISLANDS TO SHARED DESCRIPTION TO THE PERSON ISLANDS TO SOLE DISSON ISLANDS TO S	CHECK BOX IF THE AGGREGATE AMOUNT IN FICERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT 0.26% TYPE OF REPORTING PERSON CO SCHEDULE P No. 808194104 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PER HCM/Z Special Opportunities LLC CHECK THE APPROPRIATE BOX IF A MEMBER SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCE PURSUANT TO ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7) SOLE VOTING POWER 29,412 ES FICIALLY 8) SHARED VOTING POWER FOR SHARED STATES ON SHARED STATES	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 0.26% TYPE OF REPORTING PERSON CO SCHEDULE 13D P No. 808194104 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENT HCM/Z Special Opportunities LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS I PURSUANT TO ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7) SOLE VOTING POWER ER OF 29,412 ES FICIALLY 8) SHARED VOTING POWER ON 29,412 10) SHARED DISPOSITIVE POWER RTING 9) SOLE DISPOSITIVE POWER 29,412	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.26% TYPE OF REPORTING PERSON CO SCHEDULE 13D P No. 808194104 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ON HCM/Z Special Opportunities LLC 98-04 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIR PURSUANT TO ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7) SOLE VOTING POWER ER OF 29,412 ES FICIALLY 8) SHARED VOTING POWER DES FICIALLY 8) SHARED VOTING POWER CON 29,412 10) SHARED DISPOSITIVE POWER	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.26% TYPE OF REPORTING PERSON CO SCHEDULE 13D P No. 808194104 Page 17 of 42 Particle of Reporting Person I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) HCM/Z Special Opportunities LLC SEC USE ONLY SOURCE OF FUNDS WC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7) SOLE VOTING POWER ER OF 29,412 ES FICIALLY 8) SHARED VOTING POWER D BY none RING 9) SOLE DISPOSITIVE POWER ON 29,412 10) SHARED DISPOSITIVE POWER

PERSON

29,412

12)	CHECK BOX		GGREGATE A	AMOUNT IN	 ROW (11)	EXCLUDES	 _			
13)	PERCENT (OF CLASS RI	EPRESENTEI 0.11		T IN ROW	(11)				
14)	TYPE OF RE	PORTING PI	ERSON CO							
CUSI	P No. 8081	94104		SCHEDULE	13D		Page 	18 of	42 Pa	iges
1)		REPORTING DENTIFICAT:	ION NO. OF	F ABOVE PE	RSON (ENT		JLY) 597442			
2)	CHECK THE	E APPROPRIA	ATE BOX I	A MEMBER	OF A GRO	 UP (a)	X			
						(b)	1_1			
3)	SEC USE (ONLY								
4)	SOURCE OF	FUNDS	00							
5)	CHECK BOX	K IF DISCLO			EEDINGS I	S REQUIF	RED _			
6)	CITIZENS	HIP OR PLAC	CE OF ORG	ANIZATION						
	ER OF	7)	SOLE VOTI	ING POWER						
	FICIALLY D BY	8)	SHARED VO							
REPC PERS	RTING ON	9)	SOLE DISE	POSITIVE P						
WITH	l	10)	SHARED DI	SPOSITIVE						
11)	AGGREGATE PERSON	E AMOUNT BI	ENEFICIALI		Y EACH RE	PORTING				

12)	CHECK BOX		GGREGATE AI	MOUNT IN	ROW (11)	EXCLUDES	_		
13)	PERCENT C	DF CLASS RE	EPRESENTED 0.42		NT IN ROW	(11)			
14)	TYPE OF F	REPORTING I	PERSON PN						
CUSI	P No. 8081	94104		SCHEDUL	E 13D		Page	19 of	42 Pages
1)	NAME OF FIR.S. II	ENTIFICAT		ABOVE P	ERSON (EN	TITIES ON 42-16			
2)	CHECK THE	APPROPRI <i>I</i>	ATE BOX IF	A MEMBE	R OF A GR	OUP (a)			
3)	SEC USE C	NLY							
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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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13)	PERCENT OF CLA	SS REPRES	SENTED BY AMOU	UNT IN ROW (11)				
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CUSI	P No. 808194104		SCHEDUI	E 13D		Page 2	O of	42 E	Pages
1)	NAME OF REPORT I.R.S. IDENTIF Zwirn Holdi	CICATION N		PERSON (ENTI	TIES ON				
2)	CHECK THE APPR	OPRIATE E	BOX IF A MEMBE	R OF A GROU	P (a)	X			
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6)	CITIZENSHIP OR Delaw		F ORGANIZATION	I					
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13)	PERCENT OF	CLASS RE	PRESENTED BY AM 0.42%	OUNT IN ROW (11	.)				
14)	TYPE OF RE	EPORTING P	ERSON OO						
CUSI	IP No. 80819	94104	SCHED	ULE 13D		Page	21 of	42 Pa	age:
1)				VE PERSON (ENTI	TIES (ONLY)			
2)	CHECK THE	APPROPRIA	TE BOX IF A MEM	IBER OF A GROUP	(a)	X			
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12)	CHECK BOX		GREGATE AMOUNT	IN ROW (11) EXC	LUDES	_			
13)	PERCENT OF	CLASS RE	PRESENTED BY AM	OUNT IN ROW (11	.)				

14) TYPE OF REPORTING PERSON

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Page 22 of 42 Pages

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

(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 and Daniel B. Zwirn (each, a "Reporting Entity" and, collectively, the "Reporting Entities"). As a result of a structural reorganization at Barington Capital Group, L.P., Barington Offshore Advisors, LLC is no longer a beneficial owner of Common Stock of the Company.

The Reporting Entities have previously reported together with Starboard Value & Opportunity Fund, LLC, Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss (collectively, the "Ramius Entities") regarding their respective interests in the Common Stock because they might have been deemed to constitute a "group" with respect to such Common Stock for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). On March 30, 2007, the Reporting Entities and the Ramius Entities decided to make decisions regarding their respective investments in shares of Common Stock independently of each other, and in particular will no longer act together for the purpose of acquiring, holding or disposing of securities of the Company. As a result, the Reporting Entities disclaim membership in any "group" with the Ramius Entities, for purposes of Section 13(d)(3) of the Exchange Act or otherwise, and will no longer be filing a joint Statement on Schedule 13D with the Ramius Entities.

Page 23 of 42 Pages

As of April 3, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 2,067,612 shares of Common Stock, representing approximately 7.67% 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 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.

Page 24 of 42 Pages

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 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

Page 25 of 42 Pages

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.

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, 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 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:

Page 26 of 42 Pages

Since the filing of the Statement, Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Offshore Fund, Ltd., D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund, Ltd. purchased an aggregate of 340,765 shares of Common Stock. The amount of funds expended for such purchase was approximately \$1,652,864.19 by Barington Companies Equity Partners, L.P., \$714,287.16 by Barington Investments, L.P., \$4,538,885.02 by Barington Companies Offshore Fund, Ltd., \$121,785.66 by D.B.

Zwirn Special Opportunities Fund, L.P. and \$175,123.58 by D.B. Zwirn Special Opportunities Fund, Ltd.

Item 5. Interest in Securities of the Issuer.

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

(a) As of April 3, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 578,918 shares of Common Stock, representing approximately 2.15% of the shares of Common Stock presently outstanding based upon the 26,946,582 shares of Common Stock reported by the Company to be issued and outstanding as of December 31, 2006 in its Form 10-Q filed with the Securities and Exchange Commission on January 5, 2007 (the "Issued and Outstanding Shares").

As of April 3, 2007, Barington Investments, L.P. beneficially owns 397,916 shares of Common Stock, representing approximately 1.48% of the Issued and Outstanding Shares. As of April 3, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 961,950 shares of Common Stock, representing approximately 3.57% 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 578,918 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 2.15% 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 397,916 shares of Common Stock beneficially owned by Barington Investments, L.P., representing approximately 1.48% 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 961,950 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 3.57% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC, Barington Companies Investors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 578,918 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 397,916 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 961,950 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,938,784 shares, representing approximately 7.19% 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 578,918

Page 27 of 42 Pages

shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 397,916 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 961,950 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,938,784 shares of Common Stock, representing approximately 7.19% 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 578,918 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 397,916 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 961,950 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,938,784 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. As a result, Mr. Mitarotonda may be deemed to beneficially own an aggregate of 1,940,784 shares of Common Stock,

representing approximately 7.20% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 578,918 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 397,916 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 961,950 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 and dispositive power with respect to the 2,000 shares of restricted Common Stock beneficially owned by him.

As of April 3, 2007, RJG Capital Partners, L.P. beneficially owns 12,500 shares of Common Stock, representing approximately 0.05% 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 12,500 shares owned by RJG Capital Partners, L.P., representing approximately 0.05% 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 12,500 shares owned by RJG Capital Partners, L.P., representing approximately 0.05% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 12,500 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of April 3, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially own 14,507 shares of Common Stock, representing approximately 0.05% of the Issued and Outstanding Shares. As of April 3, 2007, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 70,409 shares and 29,412 shares of Common Stock, respectively, representing approximately 0.26% 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 14,507 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 70,409 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 114,328 shares, representing approximately 0.42% 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 14,507 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 70,409 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 114,328 shares, representing approximately 0.42% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 14,507 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 70,409 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

Page 28 of 42 Pages

Opportunities LLC, constituting an aggregate of 114,328 shares, representing approximately 0.42% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the

14,507 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 70,409 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 114,328 shares, representing approximately 0.42% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.

(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).

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 Persons since the filing of the Statement are described in Schedule IV 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 restated as follows:

The Reporting Entities are parties to an agreement with respect to the joint filing of this Statement and any amendments thereto, a copy of which is attached hereto as Exhibit 99.22 and incorporated by reference herein.

Page 29 of 42 Pages

Barington Companies Advisors, LLC is compensated for its services as the general partner of Barington Investments, L.P. by an affiliate of Millennium Partners, L.P., the limited partner of Barington Investments, L.P.

Affiliates of Barington Capital Group, L.P. pay a monthly consulting fee to RJG Capital Management, LLC for certain consulting services RJG Capital Management, LLC provides to Barington Companies Equity Partners, L.P. The arrangement with respect to the foregoing is pursuant to a verbal agreement between the parties.

Barington Companies Advisors, LLC or one or more of its affiliates expect to receive from D.B. Zwirn Special Opportunities Fund, L.P. and/or its affiliates a fee with respect to certain profits D.B. Zwirn Special Opportunities Fund, L.P. and/or its affiliates may derive from their investment

in the Common Stock of the Company.

Barington Capital Group, L.P. or one or more of its affiliates expect to receive from Starboard Value & Opportunity Fund, LLC and Parche, LLC a fee with respect to certain profits those entities may derive from their investment in the Common Stock of the Company. A written agreement between the parties with respect to the foregoing has not been formalized.

Item 7. Material to be Filed as Exhibits.

The information contained in Item 7 of the Statement is hereby amended and supplemented as follows:

Exhibit No. Exhibit Description Agreement of Joint Filing among Barington Companies 39 to 42 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 and Daniel B. Zwirn dated April 4, 2007 which supersedes and replaces the Agreement of Joint Filing dated November 6, 2006, as previously filed as Exhibit 99.21 to the Schedule 13D Amendment No. 15 filed with the SEC on November 7, 2006).

Page 30 of 42 Pages

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: April 4, 2006

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

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

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

Page 31 of 42 Pages

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 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

RJG CAPITAL MANAGEMENT, LLC By: /s/ Ronald J. Gross _____ Name: Ronald J. Gross Title: Managing Member Page 32 of 42 Pages /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 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 D.B. ZWIRN & CO., L.P. By: DBZ GP, LLC, its general partner By: Zwirn Holdings, LLC, its managing

Page 33 of 42 Pages

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

member

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

Page 34 of 42 Pages

SCHEDULE I

Directors and Officers of Barington Companies Offshore Fund, Ltd.

Name and Position	Principal Occupation	Principal Business Address
James A. Mitarotonda Director and President	Chairman and Chief Executive	888 Seventh Avenue
Sebastian E. Cassetta Director	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th 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, 3rd Flr. 22 Church Street Hamilton HM11, Bermuda
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019

Page 35 of 42 Pages

SCHEDULE II

Officers of LNA Capital Corp.

Name and Position	Principal Occupation	Principal Business Address
James A. Mitarotonda President and CEO	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th 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 17th Floor New York, NY 10019
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019

Page 36 of 42 Pages

SCHEDULE III

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

Name and Position	Principal Occupation	Principal Business Address
Daniel B. Zwirn Director	Managing Partner of D.B. Zwirn & Co., L.P.	745 Fifth Avenue 18th 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

Name and Position	Principal Occupation	Principal Business Address
Glenn R. Dubin Director	Managing Member/Co-Founder of Highbridge Capital Management and Co-Chairman of Dubin & Swieca Capital Management	9 West 57th Street 27th 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

Page 37 of 42 Pages

This schedule sets forth information with respect to each purchase and sale of Common Stock which was effectuated by a Reporting Entity 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.

	Number of		
Date	Shares	Price Per Share	Cost(*)
	10.000		
11/27/2006	12 , 289	\$22.730	\$279 , 328.97
11/28/2006	6 , 655	\$22.564	\$150,163.42
11/29/2006	306	\$22.461	\$6,873.07
1/9/2007	10,508	\$19.860	\$208,688.88
1/10/2007	4,095	\$19.759	\$80,913.11
1/16/2007	16,595	\$20.753	\$344,396.04
1/17/2007	11,616	\$20.718	\$240,660.29
1/18/2007	16,595	\$20.599	\$341,840.41

Shares purchased by Barington Investments, L.P.

	Number of		
Date	Shares	Price Per Share	Cost(*)
11/27/2006	5,012	\$22.730	\$113,922.76
11/28/2006	2,705	\$22.564	\$61,035.62
11/29/2006	124	\$22.461	\$2,785.16
1/9/2007	3 , 766	\$19.860	\$74,792.76
1/10/2007	1,468	\$19.759	\$29,006.21
1/16/2007	6 , 020	\$20.753	\$124,933.06
1/17/2007	4,214	\$20.718	\$87,305.65
2/23/2007	2,620	\$21.215	\$55,583.30
2/26/2007	2 , 657	\$21.205	\$56,341.69
2/27/2007	5,223	\$20.789	\$108,580.95

Shares purchased by Barington Companies Offshore Fund, Ltd.

	Number of		
Date	Shares	Price Per Share	Cost(*)
11/17/2006	8,000	\$23.508	\$188,064.00
11/27/2006	32,699	\$22.730	\$743,248.27
11/28/2006	10,240	\$22.564	\$231,055.36
11/29/2006	470	\$22.461	\$10,556.67
1/9/2007	16,170	\$19.860	\$321,136.20
1/10/2007	6,301	\$19.759	\$124,501.46
1/16/2007	25 , 535	\$20.753	\$529 , 927.86
1/17/2007	17,875	\$20.718	\$370,334.25
1/18/2007	25,535	\$20.599	\$525,995.47
2/23/2007	17,753	\$21.215	\$376,629.90
2/26/2007	18,005	\$21.205	\$381,796.03
2/27/2007	35,386	\$20.789	\$735 , 639.55

Page 38 of 42 Pages

Shares purchased by D.B. Zwirn Special Opportunities Fund, L.P.

	Number of		
Date	Shares	Price Per Share	Cost(*)

01/16/07	759	\$20.7533	\$15,751.75
01/17/07	531	\$20.7184	\$11,001.47
01/18/07	3,227	\$20.5985	\$66,471.36
02/23/07	340	\$21.2153	\$7,213.20
02/26/07	344	\$21.2050	\$7,294.52
02/27/07	676	\$20.7890	\$14,053.36

Shares purchased by D.B. Zwirn Special Opportunities Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
01/16/07	1,091	\$20.7533	\$22 , 641.85
01/17/07	764	\$20.7184	\$15,828.86
01/18/07	4,643	\$20.5985	\$95,638.84
02/23/07	487	\$21.2153	\$10,331.85
02/26/07	494	\$21.2050	\$10,475.27
02/27/07	972	\$20.7890	\$20,206.91

^(*) Excludes commissions and other execution-related costs.