

BARINGTON COMPANIES EQUITY PARTNERS L P
Form SC 13D/A
September 08, 2005

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

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 4)

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)

September 7, 2005

(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 which 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: .

SCHEDULE 13D

CUSIP No. 808194104

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

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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) | _ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 440,250
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 440,250
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
440,250

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.44%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Investors, LLC 13-4126527

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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) | _ |

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6) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 440,250
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 440,250
	10)	SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 440,250

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.44%

14) TYPE OF REPORTING PERSON
 OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Barington Companies Offshore Fund, Ltd. (BVI)

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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
 British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7)	SOLE VOTING POWER 293,931
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 293,931

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WITH

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

293,931

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.96%

14) TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Advisors, LLC 20-0327470

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
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7) SOLE VOTING POWER
293,931

8) SHARED VOTING POWER
339,793

9) SOLE DISPOSITIVE POWER
293,931

10) SHARED DISPOSITIVE POWER
339,793

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

633,724

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

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.07%

14) TYPE OF REPORTING PERSON
IA,OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Capital Group, L.P. 13-3635132

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 734,181
	8) SHARED VOTING POWER 339,793
	9) SOLE DISPOSITIVE POWER 734,181
	10) SHARED DISPOSITIVE POWER 339,793

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,073,974

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.51%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

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CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
LNA Capital Corp. 13-3635168

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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 734,181
	8) SHARED VOTING POWER 339,793
	9) SOLE DISPOSITIVE POWER 734,181
	10) SHARED DISPOSITIVE POWER 339,793

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,073,974

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.51%

14) TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
James Mitarotonda

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

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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
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 734,181
	8) SHARED VOTING POWER 339,793
	9) SOLE DISPOSITIVE POWER 734,181
	10) SHARED DISPOSITIVE POWER 339,793

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,073,974

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.51%

14) TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Parche, LLC 20-0870632

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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7) SOLE VOTING POWER

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NUMBER OF SHARES		178,065
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 178,065
	10)	SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
178,065

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.58%

14) TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Starboard Value & Opportunity Fund, LLC 20-0666124

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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	7)	SOLE VOTING POWER 934,876
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 934,876
	10)	SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,876

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

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

3.05%

14) TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Admiral Advisors, LLC

37-1484525

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER
1,112,941

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
1,112,941

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,112,941

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

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

3.64%

14) TYPE OF REPORTING PERSON

00

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ramius Capital Group, LLC 13-3937658

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(b) |_ |

3) SEC USE ONLY

4) SOURCE OF FUNDS 00

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) |_ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,112,941
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,112,941
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,112,941

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.64%

14) TYPE OF REPORTING PERSON
IA,00

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
C4S & Co., LLC

13-3946794

-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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
Delaware
-
- | | |
|--|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
1,112,941 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
1,112,941 |
| | 10) SHARED DISPOSITIVE POWER
none |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,112,941
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.64%
-
- 14) TYPE OF REPORTING PERSON
OO
-

SCHEDULE 13D

CUSIP No. 808194104

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Peter A. Cohen
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(b) []
-
- 3) SEC USE ONLY
-
- 4) SOURCE OF FUNDS OO
-

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none
	8)	SHARED VOTING POWER 1,112,941
	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 1,112,941

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,112,941

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.64%

14) TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Morgan B. Stark

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
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY	7)	SOLE VOTING POWER none
	8)	SHARED VOTING POWER 1,112,941

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EACH REPORTING PERSON WITH	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,112,941
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <div style="text-align: right;"> _ </div>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%	
14) TYPE OF REPORTING PERSON <div style="text-align: center;">IN</div>	

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jeffrey M. Solomon	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [x] (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) <div style="text-align: right;"> _ </div>		
6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none	
	8) SHARED VOTING POWER 1,112,941	
	9) SOLE DISPOSITIVE POWER none	
	10) SHARED DISPOSITIVE POWER 1,112,941	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941		

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.64%

14) TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas W. Strauss

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 1,112,941
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,112,941

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,112,941

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.64%

14) TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

CUSIP No. 808194104

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Millenco, L.P. 13-3532932
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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
Delaware
-
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
39,868 |
| | 8) SHARED VOTING POWER
339,793 |
| | 9) SOLE DISPOSITIVE POWER
39,868 |
| | 10) SHARED DISPOSITIVE POWER
339,793 |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
379,661
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
|_|
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.24%
-
- 14) TYPE OF REPORTING PERSON
IN
-

SCHEDULE 13D

CUSIP No. 808194104

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Millennium Management, L.L.C. 13-3804139
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]

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(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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 39,868
	8) SHARED VOTING POWER 339,793
	9) SOLE DISPOSITIVE POWER 39,868
	10) SHARED DISPOSITIVE POWER 339,793

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
379,661

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.24%

14) TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Israel A. Englander

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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

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United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 39,868
	8)	SHARED VOTING POWER 339,793
	9)	SOLE DISPOSITIVE POWER 39,868
	10)	SHARED DISPOSITIVE POWER 339,793
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
379,661		
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
_		
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
1.24%		
14) TYPE OF REPORTING PERSON		
IN		

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON RJG Capital Partners, L.P.	20-0133443
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [x] (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)	_
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7)	SOLE VOTING POWER 12,500
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 12,500

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WITH

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,500

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.04%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
RJG Capital Management, LLC 20-0027325

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

3) SEC USE ONLY

4) SOURCE OF FUNDS 00

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7) SOLE VOTING POWER
SHARES 12,500

BENEFICIALLY 8) SHARED VOTING POWER
OWNED BY none

EACH 9) SOLE DISPOSITIVE POWER
REPORTING 12,500
PERSON

WITH 10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,500

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

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|_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.04%

14) TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ronald Gross

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 12,500
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 12,500
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,500

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.04%

14) TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]
(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) |_|

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 23,393
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 23,393
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,393

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.08%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
D.B. Zwirn Special Opportunities Fund (TE), L.P. 20-0024165

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]

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(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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 23,393
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 23,393
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,393

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.08%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
D.B. Zwirn Special Opportunities Fund, Ltd.

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)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

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Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 140,356
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 140,356
	10)	SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
140,356		
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
_		
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
0.46%		
14) TYPE OF REPORTING PERSON		
CO		

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON HCM/Z Special Opportunities LLC		98-0436333
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	[x]
		(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)		
		_	
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 46,785	
	8)	SHARED VOTING POWER none	
	9)	SOLE DISPOSITIVE POWER 46,785	

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10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,785

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

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

0.15%

14) TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
D.B. Zwirn & Co., L.P.

02-0597442

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER
233,927

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
233,927

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

233,927

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

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

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0.76%

14) TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DBZ GP, LLC

42-1657316

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

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7) SOLE VOTING POWER
233,927

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
233,927

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

233,927

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

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

0.76%

14) TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 808194104

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Zwirn Holdings, LLC 30-0080444

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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 233,927
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 233,927
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
233,927

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.76%

14) TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Daniel B. Zwirn

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

3) SEC USE ONLY

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4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 233,927
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 233,927
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	233,927
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.76%
14)	TYPE OF REPORTING PERSON	IN

This Amendment No. 4 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 and that certain Amendment No. 3 filed on August 25, 2005 (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.

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

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 2,473,210 shares of Common Stock, representing approximately 8.08% of the shares of Common Stock presently outstanding.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended and supplemented as follows:

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Since the filing of the Statement, the Reporting Entities purchased an aggregate of 141,025 shares of Common Stock. The amount of funds expended for such purchases was approximately \$210,872.96 by Barington Companies Equity Partners, L.P., \$520,295.87 by Barington Companies Offshore Fund Ltd. (BVI), \$83,245.15 by Parche, LLC, \$437,050.72 by Starboard Value & Opportunity Fund, LLC, \$208,121.90 by HCM/Z Special Opportunities LLC, \$104,052.18 by D.B. Zwirn Special Opportunities Fund, L.P., \$624,312.07 by D.B. Zwirn Special Opportunities Fund, Ltd., \$104,051.86 by D.B. Zwirn Special Opportunities Fund (TE), L.P. and \$210,872.96 on behalf of Millenco, L.P.

All purchases of Common Stock by the Reporting Entities were made in open market transactions. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 4. Purpose of Transaction.

The information contained in Item 4 of the Statement is hereby supplemented as follows:

On September 7, 2005, James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington, sent the letter attached hereto as Exhibit 99.5 to Terry L. Haines, the President and Chief Executive Officer of the Company.

Item 5. Interest in Securities of the Issuer.

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

(a) As of the date hereof, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 440,250 shares of Common Stock, representing approximately 1.44% of the shares of Common Stock presently outstanding based upon the 30,605,296 shares of Common Stock reported by the Company to be issued and outstanding as of June 30, 2005 in its Form 10-Q filed with the Securities and Exchange Commission on July 11, 2005 (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 440,250 shares of Common Stock owned by Barington Companies Equity Partners, L.P.

As of the date hereof, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 293,931 shares of Common Stock, constituting approximately 0.96% of the Issued and Outstanding Shares. As of the date hereof, Barington Companies Advisors, LLC beneficially owns 339,793 shares of Common Stock, which shares are held in a managed account as further described in Item 6 of the Statement. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC may also be deemed to beneficially own the 293,931 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 633,724 shares, constituting approximately 2.07% of the Issued and Outstanding Shares. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 293,931 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 440,250 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 1,073,974 shares, constituting approximately 3.51% of the Issued and Outstanding Shares. As the

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general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 440,250 shares owned by Barington Companies Equity Partners, L.P., the 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 293,931 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 1,073,974 shares, constituting approximately 3.51% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 440,250 shares owned by Barington Companies Equity Partners, L.P., the 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 293,931 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 1,073,974 shares, constituting approximately 3.51% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 440,250 shares owned by Barington Companies Equity Partners, L.P. and the 293,931 shares owned by Barington Companies Offshore Fund, Ltd. (BVI) and shared voting and dispositive power with respect to the 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC by virtue of his authority to vote and dispose of such shares. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of Parche, LLC and Starboard Value & Opportunity Fund, LLC beneficially own 178,065 shares and 934,876 shares of Common Stock, respectively, constituting approximately 0.58% and 3.05%, respectively, of the Issued and Outstanding Shares. As the Managing Member of each of Parche, LLC and Starboard Value & Opportunity

Fund, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, LLC may be deemed to beneficially own the 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% of the Issued and Outstanding Shares. As the Managing Member of Ramius Capital Group, LLC, C4S & Co., LLC may be deemed to beneficially own the 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% of the Issued and Outstanding Shares. As the Managing Members of C4S & Co., LLC, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 178,065 shares and the 934,876 shares owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon & Strauss disclaim beneficial ownership of such shares.

As of the date hereof, Millenco, L.P. may be deemed to beneficially own an aggregate of 379,661 shares of Common Stock, representing approximately 1.24% of the Issued and Outstanding Shares, 339,793 shares of which are held in a managed account as further described in Item 6 and 39,868 shares of which are owned by Millenco, L.P.

As the general partner of Millenco, L.P., Millennium Management, L.L.C. may be deemed to beneficially own the 379,661 shares of Common Stock which may

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be deemed to be beneficially owned by Millenco, L.P. As the Managing Member of Millennium Management, L.L.C., which in turn is the general partner of Millenco, L.P., Mr. Englander may be deemed to beneficially own the 379,661 shares of Common Stock which may be deemed to be beneficially owned by Millenco, L.P., constituting approximately 1.24% of the Issued and Outstanding Shares. Each of Millennium Management L.L.C. and Mr. Englander disclaims beneficial ownership of any such shares except to the extent of its or his respective pecuniary interest therein.

As of the date hereof, RJG Capital Partners, L.P. beneficially owns 12,500 shares of Common Stock, constituting approximately 0.04% 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., constituting approximately 0.04% 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., Mr. Gross may be deemed to beneficially own the 12,500 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% 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 the date hereof, each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. beneficially own 23,393 shares and 23,393 shares of Common Stock, respectively, constituting approximately 0.08% and 0.08%, respectively, of the Issued and Outstanding Shares. As of the date hereof, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 140,356 shares and 46,785 shares of Common Stock, respectively, constituting approximately 0.46% and 0.15%, 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 (TE), 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 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% 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 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% of the Issued and Outstanding Shares. As the managing

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member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% 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), except for the following persons:

- (1) Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as beneficially owned by them. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.
- (2) Pursuant to an account management agreement between Millennium Operations, LLC and Barington Companies Advisors, LLC (the "Management Agreement"), Barington Companies Advisors, LLC manages an investment account on behalf of Millenco, L.P. The 339,793 shares of Common Stock purchased in that managed account on behalf of Millenco, L.P. have been reported herein as being beneficially owned by Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp. and James Mitarotonda and may also be deemed to be beneficially owned by Millenco, L.P., Millennium Management, L.L.C. and Israel Englander. Each such Reporting Entity has shared voting and dispositive power with respect to such shares.

Except as set forth above, 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.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented as follows:

Exhibit No.	Exhibit Description
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99.5 Letter, dated September 7, 2005, from James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington, to Terry L. Haines, the President and Chief Executive Officer of the Company.

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: September 7, 2005

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

/s/ James A. Mitarotonda

James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE
FUND, LTD. (BVI)

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

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.

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By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President and CEO

PARCHE, LLC

By: Admiral Advisors, LLC, its managing member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

STARBOARD VALUE & OPPORTUNITY FUND, LLC

By: Admiral Advisors, LLC, its managing member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, LLC, its sole member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., LLC, its Managing Member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

/s/ Jeffrey M. Solomon

Jeffrey M. Solomon, individually and as attorney-in-fact for Peter A. Cohen, Morgan B. Stark, and Thomas W. Strauss

MILLENCO, L.P.

By: Millennium Management, L.L.C., its general partner

By: /s/ David Nolan

Name: David Nolan

Title: Executive Vice President

MILLENNIUM MANAGEMENT, L.L.C.

By: /s/ David Nolan

Name: David Nolan

Title: Executive Vice President

/s/ Israel A. Englander by Simon M. Lorne
pursuant to Power of Attorney previously
filed with the SEC

Israel A. Englander

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

/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
(TE), 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,

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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
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

SCHEDULE

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

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

Date	Number of Shares	Price Per Share	Cost (1)
9/2/2005	7,900	\$17.650	\$139,435.00
9/7/2005	510	\$17.856	\$9,106.56
9/7/2005	3,490	\$17.860	\$62,331.40

(1) Excludes commissions and other execution-related costs.

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (2)
8/29/2005	182	\$17.990	\$3,274.18
8/30/2005	1,290	\$17.950	\$23,155.50
8/31/2005	375	\$17.890	\$6,708.75
9/1/2005	3,660	\$17.872	\$65,411.52
9/2/2005	15,800	\$17.650	\$278,870.00
9/7/2005	1,020	\$17.856	\$18,213.12
9/7/2005	6,980	\$17.860	\$124,662.80

(2) Excludes commissions and other execution-related costs.

Shares purchased by Parche, LLC

Date	Number of Shares	Price Per Share	Cost (3)
8/29/2005	29	\$17.990	\$521.71
8/30/2005	206	\$17.950	\$3,697.70
8/31/2005	60	\$17.890	\$1,073.40
9/1/2005	586	\$17.872	\$10,472.99
9/2/2005	2,528	\$17.650	\$44,619.20
9/7/2005	163	\$17.856	\$2,910.53
9/7/2005	1,117	\$17.860	\$19,949.62

(3) Excludes commissions and other execution-related costs.

Shares purchased by Starboard Value & Opportunity Fund, LLC

Date	Number of Shares	Price Per Share	Cost (4)
8/29/2005	153	\$17.990	\$2,752.47
8/30/2005	1,084	\$17.950	\$19,457.80
8/31/2005	315	\$17.890	\$5,635.35
9/1/2005	3,074	\$17.872	\$54,938.53
9/2/2005	13,272	\$17.650	\$234,250.80
9/7/2005	857	\$17.856	\$15,302.59
9/7/2005	5,863	\$17.860	\$104,713.18

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(4) Excludes commissions and other execution-related costs.

Shares purchased by HCM/Z Special Opportunities LLC

Date	Number of Shares	Price Per Share	Cost (5)
-----	-----	-----	-----
08/29/05	72	\$17.990	\$1,295.28
08/30/05	515	\$17.950	\$9,244.25
08/31/05	149	\$17.890	\$2,665.61
09/01/05	1,463	\$17.872	\$26,146.74
09/02/05	6,319	\$17.650	\$111,530.35
09/07/05	407	\$17.856	\$7,267.39
09/07/05	2,798	\$17.860	\$49,972.28

(5) Excludes commissions and other execution-related costs.

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

Date	Number of Shares	Price Per Share	Cost (6)
-----	-----	-----	-----
08/29/05	36	\$17.990	\$647.64
08/30/05	258	\$17.950	\$4,631.10
08/31/05	75	\$17.890	\$1,341.75
09/01/05	731	\$17.872	\$13,064.43
09/02/05	3,159	\$17.650	\$55,756.35
09/07/05	203	\$17.856	\$3,624.77
09/07/05	1,399	\$17.860	\$24,986.14

(6) Excludes commissions and other execution-related costs.

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

Date	Number of Shares	Price Per Share	Cost (7)
-----	-----	-----	-----
08/29/05	217	\$17.990	\$3,903.83
08/30/05	1,547	\$17.950	\$27,768.65
08/31/05	449	\$17.890	\$8,032.61
09/01/05	4,390	\$17.872	\$78,458.08
09/02/05	18,959	\$17.650	\$334,626.35
09/07/05	1,223	\$17.856	\$21,837.89
09/07/05	8,381	\$17.860	\$149,684.66

(7) Excludes commissions and other execution-related costs.

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

Date	Number of Shares	Price Per Share	Cost (8)
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08/29/05	38	\$17.990	\$683.62
08/30/05	260	\$17.950	\$4,667.00
08/31/05	77	\$17.890	\$1,377.53
09/01/05	734	\$17.872	\$13,118.05
09/02/05	3,163	\$17.650	\$55,826.95
09/07/05	207	\$17.856	\$3,696.19
09/07/05	1,382	\$17.860	\$24,682.52

(8) Excludes commissions and other execution-related costs.

Shares purchased on behalf of Millenco, L.P.

Date	Number of Shares	Price Per Share	Cost (9)
----	-----	-----	-----
9/2/2005	7,900	\$17.650	\$139,435.00
9/7/2005	510	\$17.856	\$9,106.56
9/7/2005	3,490	\$17.860	\$62,331.40

(9) Excludes commissions and other execution-related costs.