

Edgar Filing: SCHULMAN A INC - Form SC 13D/A

SCHULMAN A INC
Form SC 13D/A
November 07, 2006

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

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 15)

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)

November 2, 2006

(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: .

CUSIP No. 808194104

SCHEDULE 13D

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

Barington Companies Equity Partners, L.P. 13-4088890

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 500,259
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 500,259
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
500,259

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.86%

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 Investments, L.P. 20-2871525

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

3) SEC USE ONLY

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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 364,107
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 364,107
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
364,107

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.36%

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
Barrington 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

7) SOLE VOTING POWER

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NUMBER OF SHARES	364,107
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER 500,259
	9) SOLE DISPOSITIVE POWER 364,107
	10) SHARED DISPOSITIVE POWER 500,259
<hr/>	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	864,366
<hr/>	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
<hr/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3.22%
<hr/>	
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 Companies Investors, LLC	13-4126527
<hr/>	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<hr/>	
3) SEC USE ONLY	
<hr/>	
4) SOURCE OF FUNDS	OO
<hr/>	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
<hr/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
<hr/>	
	7) SOLE VOTING POWER none
NUMBER OF SHARES	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER 500,259
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 500,259

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
500,259

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.86%

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

Barrington Companies Offshore 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
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 747,981
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 747,981
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
747,981

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.79%

14) TYPE OF REPORTING PERSON

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CO

SCHEDULE 13D

CUSIP No. 808194104

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

Barrington Offshore Advisors, LLC 20-4797640
-
- 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
747,981 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
747,981 |
| | 10) SHARED DISPOSITIVE POWER
none |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
747,981
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.79%
-
- 14) TYPE OF REPORTING PERSON
IA, 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

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 1,612,347
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,612,347
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,612,347

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.01%

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

LNA Capital Corp. 13-3635168

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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,612,347
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,612,347
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,612,347

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.01%

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)

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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,614,347
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,614,347
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,614,347	
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) 6.01%	
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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 186,454
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 186,454
	10) SHARED DISPOSITIVE POWER

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none

-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
186,454
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.69%
-
- 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
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
978,916 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
978,916 |
| | 10) SHARED DISPOSITIVE POWER
none |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
978,916
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.65%
-

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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 1,165,370
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,165,370
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%

14) TYPE OF REPORTING PERSON
IA, OO

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

Ramius Capital Group, L.L.C. 13-3937658

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 1,165,370
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,165,370
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%

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

C4S & Co., L.L.C. 13-3946794

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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,165,370
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,165,370
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%

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

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 none
	8) SHARED VOTING POWER 1,165,370
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,165,370
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,165,370	
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) 4.34%	
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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
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) <input type="checkbox"/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 1,165,370
	9) SOLE DISPOSITIVE POWER none

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WITH

10) SHARED DISPOSITIVE POWER
1,165,370

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%

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

Jeffrey M. Solomon

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 EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 1,165,370
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,165,370
	11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,165,370

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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4.34%

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) |
(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 1,165,370
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 1,165,370

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,165,370

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.34%

14) TYPE OF REPORTING PERSON
IN

Edgar Filing: SCHULMAN A INC - Form SC 13D/A

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) |
(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
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)
0.05%
-
- 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) |

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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 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)
0.05%

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

Ronald Gross

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)

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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)
0.05%

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

D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

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 BENEFICIALLY OWNED BY	7) SOLE VOTING POWER 8,630
	8) SHARED VOTING POWER none

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EACH
REPORTING PERSON WITH

9) SOLE DISPOSITIVE POWER
8,630

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,630

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.03%

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
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER
61,958

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
61,958

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
61,958

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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)
0.23%
-
- 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)
(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
29,412 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
29,412 |
| | 10) SHARED DISPOSITIVE POWER
none |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,412
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.11%
-
- 14) TYPE OF REPORTING PERSON
CO
-

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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 & 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
100,000 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
100,000 |
| | 10) SHARED DISPOSITIVE POWER
none |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100,000
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.37%
-
- 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

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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
100,000 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
100,000 |
| | 10) SHARED DISPOSITIVE POWER
none |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100,000

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.37%

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

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

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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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 100,000
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 100,000
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100,000

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.37%

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 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	7) SOLE VOTING POWER 100,000
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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 100,000
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 100,000	
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) 0.37%	
14) TYPE OF REPORTING PERSON IN	

This Amendment No. 15 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 and that certain Amendment No. 14 filed on October 26, 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.

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, 2,892,217 shares of Common Stock, representing approximately 10.77% of the shares of Common Stock presently outstanding.

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

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows: Since the filing of the Statement, Barington Companies Offshore Fund, Ltd. purchased an aggregate of 75,681 shares of Common Stock. The amount of funds expended for such purchase was approximately \$1,828,455.96 by Barington Companies Offshore Fund, Ltd.

All purchases and sales of Common Stock by the Reporting Entities were

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made in open market transactions. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All 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 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 of this filing, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 500,259 shares of Common Stock, representing approximately 1.86% of the shares of Common Stock presently outstanding based upon the 26,842,722 shares of Common Stock reported by the Company to be issued and outstanding as of October 31, 2006 in its Form 10-K filed with the Securities and Exchange Commission on November 3, 2006 (the "Issued and Outstanding Shares").

As of the date of this filing, Barington Investments, L.P. beneficially owns 364,107 shares of Common Stock, constituting approximately 1.36% of the Issued and Outstanding Shares. As of the date of this filing, Barington Companies Offshore Fund, Ltd. beneficially owns 747,981 shares of Common Stock, constituting approximately 2.79% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P., representing an aggregate of 864,366 shares, constituting approximately 3.22% 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 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., constituting approximately 1.86% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC may be deemed to beneficially own the 747,981 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting approximately 2.79% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC and Barington Companies Investors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. As the majority member of Barington Offshore Advisors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 747,981 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,612,347 shares, constituting approximately 6.01% 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 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 747,981 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,612,347 shares of Common Stock, constituting approximately 6.01% 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 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 747,981 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,612,347 shares of Common Stock. Mr. Mitarotonda, who is a director of the Company, also beneficially owns 2,000 restricted shares

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of 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 1,614,347 shares of Common Stock, constituting approximately 6.01% of the Issued and Outstanding Shares. Each of Barington Companies Advisors, LLC and Barington Companies Investors, LLC share voting and dispositive power with respect to the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. Mr. Mitarotonda has sole voting and dispositive power with respect to the 500,259 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 364,107 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 747,981 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 the date of this filing, each of Starboard Value & Opportunity Fund, LLC and Parche, LLC beneficially own 978,916 and 186,454 shares of Common Stock, respectively, constituting approximately 3.65% and 0.69%, respectively, of the Issued and Outstanding Shares. As the managing member of Starboard Value & Opportunity Fund, LLC, and the managing member of Parche, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.34% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, L.L.C. may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.34% of the Issued and Outstanding Shares. As the managing member of Ramius Capital Group, L.L.C., C4S & Co., L.L.C. may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.34% of the Issued and Outstanding Shares. As the managing members of C4S & Co., L.L.C., each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 978,916 shares and the 186,454 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, representing an aggregate of 1,165,370 shares, constituting approximately 4.34% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 978,916 shares and the 186,454 shares owned by Starboard Value & Opportunity Fund, LLC and Parche, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.

As of the date of this filing, RJG Capital Partners, L.P. beneficially owns 12,500 shares of Common Stock, constituting 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., constituting 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., Mr. Gross may be deemed to beneficially own the 12,500 shares owned by RJG Capital Partners, L.P., constituting 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 the date of this filing, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 8,630 shares of Common Stock constituting approximately 0.03% of the Issued and Outstanding Shares. As of the date of this filing, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 61,958 shares and 29,412 shares of Common Stock, respectively, constituting approximately 0.23% 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 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 61,958 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, representing an aggregate of 100,000 shares, constituting approximately 0.37% 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 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 61,958 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, representing an aggregate of 100,000 shares, constituting approximately 0.37% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 61,958 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, representing an aggregate of 100,000 shares, constituting approximately 0.37% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 8,630 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 61,958 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, representing an aggregate of 100,000 shares, constituting approximately 0.37% 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 that (i) Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as beneficially owned by them and (ii) Barington Companies Advisors, LLC and Barington Companies Investors, LLC have shared authority to vote and dispose of the shares reported as beneficially owned by Barington Companies Equity Partners, L.P. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of the shares reported as beneficially owned by them.

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

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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
99.21	Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investment Fund, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Starboard Value & Opportunity Fund, LLC, Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Zwirn dated November 6, 2006 (which supersedes and replaces the Agreement of Joint Filing dated October 10, 2006, as previously filed as Exhibit 99.15 to the Schedule 13D No. 12 filed with the SEC on October 10, 2005).

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: November 6, 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 INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its
general partner

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By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES INVESTORS, 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

BARINGTON OFFSHORE 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.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President and CEO

/s/ James A. Mitarotonda

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James A. Mitarotonda

STARBOARD VALUE & OPPORTUNITY FUND, LLC
By: Admiral Advisors, LLC, its managing member

PARCHE, LLC
By: Admiral Advisors, LLC, its managing member

ADMIRAL ADVISORS, LLC
By: Ramius Capital Group, L.L.C., its so

RAMIUS CAPITAL GROUP, L.L.C.
By: C4S & Co., L.L.C.,
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon
Name: Jeffrey M. Solomon
Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon

Individually and as attorney-in-fact for Peter A.
Cohen, Morgan B. Stark and Thomas W. Strauss

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.

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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
member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

DBZ GP, LLC

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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 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.

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
-----	-----	-----	-----
10/31/2006	36,600	\$24.1312	\$883,201.92
11/1/2006	28,400	\$24.2589	\$688,952.76
11/2/2006	10,681	\$23.9960	\$256,301.28

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

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Net increase in net assets available for benefits

3,608

Net Assets Available for Benefits

Beginning of year

21,829

End of year

\$25,437

The accompanying notes are an integral part of these financial statements.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

Note 1. Plan Description

The following description of the Fisher Hamilton L.L.C. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan, established effective January 1, 1994, is a defined contribution 401(k) savings plan for the benefit of certain employees of Fisher Hamilton L.L.C. ("Hamilton"), a wholly owned subsidiary of Thermo Fisher Scientific Inc. (the "Company"). T. Rowe Price Trust Company is the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Hamilton employees are eligible to participate in the Plan provided that they are a member of the United Brotherhood of Carpenters and Joiners Local No. 1533 or District No. 10 International Association of Machinists and Aerospace Workers Union. Employees are eligible to participate in the Plan on their date of hire.

Contributions

Each year participants may contribute on a pre-tax basis up to 50% of their eligible compensation, not to exceed the limits of the Internal Revenue Code and may elect to defer up to 50% of their Company profit-sharing allocation. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contributions plans. The Company's non-discretionary matching contribution is equal to 100% of the first 6% of eligible compensation that a participant contributes to the Plan. Participants direct the investment of their contributions and the Company match into various investment options offered by the Plan. The Plan offers investment options in the Company's common stock and twenty investment funds. Contributions are subject to certain limitations. Employee contributions and Company match are recorded weekly.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company match, income or losses on those balances, as well as withdrawals, loan fees and loan repayments, as applicable.

Administrative Expenses

The Company pays certain administrative expenses associated with the management of and professional services provided to the Plan. Administrative fees for hardship withdrawals and loan transactions are paid by the participants, and are included in the Statement of Changes in Net Assets Available for Benefits.

Vesting

Participants are immediately vested in both their voluntary contributions and the Company contributions plus actual income or losses on those balances.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

Notes Receivable from Participants

Participants may borrow from their account balance. Loans must be for a minimum of \$1,000 and have a maximum equal to \$50,000 or 50% of the account balance, whichever is less. The term of the loan is generally five years except when use of the proceeds is for the purchase of a primary residence, for which the term can be up to 30 years. The loans are secured by the balance in the participant's account and bear interest set at the prime rate as established in the Wall Street Journal, plus 1%. The prime rate and rate of interest on new Plan loans are determined as of the beginning of each calendar month. The interest rate on existing loans was 4.25% at December 31, 2010 and 2009. Principal and interest are repaid through payroll deductions.

Benefit Payments and Plan Withdrawals

Upon termination of service, a participant (or beneficiary) may elect to receive the participant's account balance in either a lump-sum payment or periodic installments. Withdrawals may be made under certain other circumstances in accordance with the Plan document.

Forfeitures

Forfeitures that exist in the Plan were created in previous years before vesting in Company contributions was immediate. All active participant accounts in the Plan were 100% vested as of May 1, 2009.

Forfeitures are used to reduce future employer contributions. In 2010, company matching contributions of \$5,000 were paid from forfeited nonvested accounts. Changes in accumulated forfeitures include investment gains and losses. At December 31, 2010 and 2009, there was \$1,000 and \$5,000, respectively, in accumulated forfeitures available to reduce future employer contributions.

Note 2. Summary of Significant Accounting Policies

Use of Estimates

The financial statements of the Plan are prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and the disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value at year-end. The Plan's interests in collective trusts are valued based on the fair value and contract value of the underlying investments of those funds or trusts. The Company's common stock is valued based on quoted market prices. Refer to Note 5 for more information on valuation of the Plan's investments.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

In the Statement of Changes in Net Assets Available for Benefits, the Plan presents the net appreciation in the fair value of its investments, which consists of realized gains or losses and unrealized appreciation on investments. The cost of investments is determined using the average-cost basis for calculating realized gains or losses.

Investment contracts held by a defined-contribution plan are required to be reported at fair value, however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through certain collective trusts. The Statements of Net Assets Available for Benefits presents the fair value of the investments in the collective trusts as well as the adjustments of the investments in certain collective trusts from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based on the terms of the Plan document.

Risks and Uncertainties

The Plan invests in various investment securities, including mutual funds and common collective trusts, which are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Reclassification

Certain amounts have been reclassified in the prior year financial statements to conform to current year presentation.

Subsequent Events

The Company has evaluated events and transactions occurring after the Statements of Net Assets Available for Benefits date through the date of issuance for recognition or disclosure in the financial statements and notes.

Recent Accounting Pronouncements

In September 2010, new guidance was issued pertaining to the reporting of loans to participants by defined contribution pension plans. This guidance requires participant loans to be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any

accrued but unpaid interest. The Plan adopted the rule retrospectively on January 1, 2010. Adoption did not have an impact on the Plan's net assets available for benefits or changes in net assets available for benefits.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

In January 2010, new guidance was issued amending fair value measurements and disclosures. This guidance requires a gross presentation of activities within the Level 3 rollforward and adds a new requirement to disclose significant transfers in and out of Level 1 and Level 2 measurements, and the reasons for those transfers. The guidance further clarifies the existing disclosure requirements regarding: i) the level of disaggregation of fair value measurements, and ii) the disclosures regarding inputs and valuation techniques. This guidance was effective for the Plan's fiscal year beginning January 1, 2010, except for the gross presentation of the Level 3 activity, which is effective for the Plan's fiscal year beginning January 1, 2011. The additional disclosures have been made.

In May 2011, further guidance was issued amending fair value measurements and disclosures. The new guidance is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. Plan management does not believe the adoption of this update will have a material impact on the plan's financial statements.

Note 3. Tax Status

The Plan uses a prototype plan document, which is designed in accordance with applicable regulations of the Internal Revenue Code. The Plan itself has not received a determination letter. However, the Company, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

Note 4. Investments

Investments of the Plan's net assets are as follows:

(In thousands, except shares)	December 31,	
	2010	2009
Mutual Funds – Asset Allocation		
T. Rowe Price Retirement 2020 Fund (1)(2)	\$ 6,338	\$ 5,259
T. Rowe Price Retirement 2015 Fund (1)(2)	4,207	3,868
T. Rowe Price Retirement 2010 Fund (1)(2)	2,817	2,354
T. Rowe Price Retirement 2025 Fund (1)(2)	2,632	2,186
T. Rowe Price Retirement 2030 Fund (1)(2)	1,869	1,623
T. Rowe Price Retirement 2035 Fund	863	703
T. Rowe Price Retirement 2040 Fund	513	410
T. Rowe Price Retirement Income Fund	280	261
T. Rowe Price Retirement 2045 Fund	224	181
T. Rowe Price Retirement 2005 Fund	109	96
T. Rowe Price Retirement 2050 Fund	11	10
Mutual Funds - Equity		
Dodge & Cox Stock Fund (1)(2)	1,343	1,189
Dodge & Cox International Stock Fund	769	655
Vanguard Mid Capitalization Index Fund, Instl.	344	321
Mutual Funds – Fixed Income		
Western Asset Core Plus Bond Fund, Instl.	533	474
Common Collective Trust – Guaranteed Investment Contract		
T. Rowe Price Stable Value Fund (1)(2)	1,289	1,134
Common Collective Trusts - Equity		
Jennison Institutional U.S. Small-Cap Equity Fund	356	272
T. Rowe Price Growth Stock Trust	329	335
SSGA S&P 500 Index Fund	302	245
Common Stock		
Thermo Fisher Scientific Inc., 1,109 and 1,002 shares, respectively	61	48
Total Investments, at Fair Value	\$ 25,189	\$ 21,624

(1) Investment represents five percent or more of the Plan's net assets at December 31, 2010.

(2) Investment represents five percent or more of the Plan's net assets at December 31, 2009.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

During 2010, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$2,622,000, as follows:

(In thousands)	Year Ended December 31, 2010
Mutual Funds	\$ 2,437
Common Collective Trusts	178
Common Stock	7
Net Increase in Fair Value	\$ 2,622

Dividends and interest income of \$477,000 consisted of the following for the year ended December 31, 2010:

(In thousands)	Year Ended December 31, 2010
Mutual Funds	\$ 428
Common Collective Trusts	49
Dividends and Interest Income	\$ 477

Note 5. Fair Value Measurements

The fair value accounting guidance requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data such as quoted prices, interest rates and yield curves.

Level 3: Inputs are unobservable data points that are not corroborated by market data.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

The following table presents information about the Plan's financial assets measured at fair value on a recurring basis as of December 31, 2010:

(In thousands)	December 31, 2010	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Asset allocation funds	\$ 19,863	\$ 19,863	\$ —	\$ —
Equity funds	3,443	2,456	987	—
Guaranteed investment contract funds	1,289	—	1,289	—
Fixed income funds	533	533	—	—
Common stock	61	61	—	—
Total assets at fair value	\$ 25,189	\$ 22,913	\$ 2,276	\$ —

The following table presents information about the Plan's financial assets measured at fair value on a recurring basis as of December 31, 2009:

(In thousands)	December 31, 2009	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Asset allocation funds	\$ 16,951	\$ 16,951	\$ —	\$ —
Equity funds	3,017	2,165	852	—
Guaranteed investment contract funds	1,134	—	1,134	—
Fixed income funds	474	474	—	—
Common stock	48	48	—	—
Total assets at fair value	\$ 21,624	\$ 19,638	\$ 1,986	\$ —

The table below presents the fair value measurements of Plan assets that calculate and provide the company with a net asset value per share (or its equivalent). These Plan assets are all classified as Level 2 according to the fair value hierarchy:

(In thousands)	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period

Asset Category				
Equity funds	\$ 987	\$—	Daily	No more than 2 days
Guaranteed investment contract funds	1,289	—	Daily	Daily
	\$ 2,276	\$—		

There were no transfers between Level 1 and Level 2 fair value measurements during 2010 or 2009.

Fisher Hamilton L.L.C. Retirement Savings Plan
Notes to Financial Statements
For the Year Ended December 31,
2010

Note 6. Related-party Transactions

Certain Plan investments are shares of mutual funds or interests in common collective trusts managed by T. Rowe Price Retirement Services, an affiliate of T. Rowe Price Trust Company, the trustee of the Plan. Therefore, transactions in these investments, including dividend and interest earned of \$425,000, qualify as party-in-interest transactions. Fees borne by the Plan for investment management services were included as a reduction of the return earned on each fund. Notes receivable from participants also qualify as party-in-interest transactions. Interest on notes receivable from participants was \$8,000 in 2010.

The Plan invests in common stock of the Company and transactions in this common stock are related-party transactions. In 2010 and 2009, the Plan purchased shares of Company common stock on the open market having values of \$25,000 and \$14,000, respectively. In 2010 and 2009, the Plan sold shares of Company common stock on the open market having values of \$17,000 and \$5,000, respectively.

Note 7. Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of any termination of the Plan, or upon complete or partial discontinuation of contributions, the accounts of each affected participant shall become fully vested. In such event, the assets of the Plan would be distributed to participants in accordance with plan provisions.

Fisher Hamilton L.L.C. Retirement Savings Plan
 Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31,
 2010
 Supplemental Schedule

Identity of Issue/Borrower, Lessor or Similar Party	Description of investments including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value (In thousands)
Mutual Funds			
T. Rowe Price	T. Rowe Price Retirement 2020 Fund (1)	(2)	\$ 6,338
T. Rowe Price	T. Rowe Price Retirement 2015 Fund (1)	(2)	4,207
T. Rowe Price	T. Rowe Price Retirement 2010 Fund (1)	(2)	2,817
T. Rowe Price	T. Rowe Price Retirement 2025 Fund (1)	(2)	2,632
T. Rowe Price	T. Rowe Price Retirement 2030 Fund (1)	(2)	1,869
Dodge & Cox	Dodge & Cox Stock Fund	(2)	1,343
T. Rowe Price	T. Rowe Price Retirement 2035 Fund (1)	(2)	863
Dodge & Cox	Dodge & Cox International Stock Fund	(2)	769
Western Asset Management			
Company	Western Asset Core Plus Bond Fund, Instl.	(2)	533
T. Rowe Price	T. Rowe Price Retirement 2040 Fund (1)	(2)	513
Vanguard	Vanguard Mid Capitalization Index Fund, Instl.	(2)	344
T. Rowe Price	T. Rowe Price Retirement Income Fund (1)	(2)	280
T. Rowe Price	T. Rowe Price Retirement 2045 Fund (1)	(2)	224
T. Rowe Price	T. Rowe Price Retirement 2005 Fund (1)	(2)	109
T. Rowe Price	T. Rowe Price Retirement 2050 Fund (1)	(2)	11
Total mutual funds			22,852
Common Collective Trusts			
T. Rowe Price	T. Rowe Price Stable Value Fund (1)	(2)	1,242
Jennison	Jennison Institutional U.S. Small-Cap Equity Fund	(2)	356
T. Rowe Price	T. Rowe Price Growth Stock Trust (1)	(2)	329
State Street Global Advisors	SSGA S&P 500 Index Fund	(2)	302
Total common collective trusts			2,229
Common Stock			
Thermo Fisher Scientific Inc.	Common Stock (1)	(2)	61
Participant Loans			
Participant Loans (for a term not exceeding 30 years at an interest rate of 4.25%) (1)			225
Total			\$ 25,367

(1) Assets are a party-in-interest to the Plan.

(2) Cost information is not required for participant-directed investments and, therefore, is not included.

Fisher Hamilton L.L.C. Retirement Savings Plan
Exhibit Index
December 31, 2010 and
2009

Exhibit Number	Description of Exhibit
23.1	Consent of PricewaterhouseCoopers LLP.

