

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

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

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 5)

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 13, 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
-
- 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 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)
(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

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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 WITH	7) SOLE VOTING POWER 293,931
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 293,931
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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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

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

14) TYPE OF REPORTING PERSON
IA, OO

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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
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

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)

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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 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)

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 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 <input type="checkbox"/>		
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) <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 178,065
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 178,065
	10)	SHARED DISPOSITIVE POWER none

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

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 7) SOLE VOTING POWER
SHARES 1,112,941

BENEFICIALLY 8) SHARED VOTING POWER
OWNED BY none

REPORTING 9) SOLE DISPOSITIVE POWER
PERSON 1,112,941

WITH 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
Ramius Capital Group, LLC 13-3937658

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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
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., LLC 13-3946794

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

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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 <input type="checkbox"/>	
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) <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 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

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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 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 Jeffrey M. Solomon	
<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 United States	
<hr/>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none
	<hr/>	
	8)	SHARED VOTING POWER 1,112,941
	<hr/>	
	9)	SOLE DISPOSITIVE POWER none
<hr/>		
	10)	SHARED DISPOSITIVE POWER 1,112,941
<hr/>		
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,112,941
<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)	3.64%
<hr/>		
14)	TYPE OF REPORTING PERSON	IN
<hr/>		

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Thomas W. Strauss	
<hr/>		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>

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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) <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 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 <input type="checkbox"/>	
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 Millenco, L.P.	13-3532932
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	

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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 PN, BD		

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] (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

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- 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)
(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
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
-

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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
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)
0.04%

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)

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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) <input type="checkbox"/>	
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 <input type="checkbox"/>	
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) <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	

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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
<hr/>		
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,500	
<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) 0.04%	
<hr/>		
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
<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	WC	
<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/>			
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	
<hr/>			
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

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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)
 (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

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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, Ltd.	
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 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	<input type="checkbox"/>
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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

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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
	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

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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 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) <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 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

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- 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
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
-

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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 Daniel B. Zwirn	
<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 United States	
<hr/>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 233,927
	<hr/>	
	8)	SHARED VOTING POWER none
	<hr/>	
	9)	SOLE DISPOSITIVE POWER 233,927
		<hr/>
	10)	SHARED DISPOSITIVE POWER none
<hr/>		
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	233,927
<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)	0.76%
<hr/>		
14)	TYPE OF REPORTING PERSON	IN
<hr/>		

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Phillip D. Ashkettle	
<hr/>		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>

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(b)

3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	PF
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<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 10,506
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 10,506
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	10,506
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)	0.03%
14)	TYPE OF REPORTING PERSON	IN

This Amendment No. 5 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 and that certain Amendment No. 4 filed on September 8, 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 first and second paragraphs of Item 2(a)-(c) of the Statement are hereby amended and restated as follows:

(a) - (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W.

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Strauss, Millenco, L.P., Millennium Management, L.L.C., Israel A. Englander, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, Daniel B. Zwirn and Phillip D. Ashkettle (each, a "Reporting Entity" and, collectively, the "Reporting Entities").

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 2,483,716 shares of Common Stock, representing approximately 8.12% of the shares of Common Stock presently outstanding.

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

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

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

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

(f) Each natural person identified in Item 2 is a citizen of the United States, other than Graham Cook, a director of Barington Companies Offshore Fund, Ltd. (BVI), Alun Davies,

a director of D.B. Zwirn Special Opportunities Fund, Ltd. and Hugh Thompson, a director of HCM/Z Special Opportunities LLC, each of whom is a citizen of the United Kingdom.

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

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

All purchases of Common Stock effected by Phillip Ashkettle occurred in the past 60 days and are described in the attached Schedule. All such purchases of Common Stock were funded by the personal funds of Mr. Ashkettle. The amount of funds expended for such purchases was approximately \$197,106.24 by Mr. Ashkettle.

Item 4. Purpose of Transaction.

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

Barington has obtained the agreement of Phillip Ashkettle, a former chief executive officer of two companies in the plastics industry, that he would be willing to be named on a slate of nominees for election to the Board of Directors of the Company in the event that Barington and/or one or more of its affiliates should, in the future, determine to nominate directors for election to the Board at the Company's 2005 Annual Meeting of Stockholders.

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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 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

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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. (with Millenco, L.P. holding an open short position of 5,388 shares of Common Stock).

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 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

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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 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.

As of the date hereof, Phillip Ashkettle owns 10,506 shares of Common Stock, constituting approximately 0.03% of the Issued and Outstanding Shares.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such 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:

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- (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 may be deemed to have 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.

(c) No person identified in Item 2 hereof has effected any transaction in shares of such Common Stock during the 60 days preceding the date hereof, except to the extent disclosed in the Statement or the attached Schedule.

(d) Not applicable.

(e) Not applicable.

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

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

Phillip Ashkettle has agreed to be named on a slate of nominees for election to the Board of Directors of the Company in the event that Barington and/or one or more of its affiliates should, in the future, determine to nominate directors for election to the Board at the Company's 2005 Annual Meeting of Stockholders. There is currently no written agreement between the parties with respect to the foregoing.

Item 7. Material to be Filed as Exhibits.

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

Exhibit No.	Exhibit Description
99.6	Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, James Mitarotonda, Barington Companies Offshore Fund, Ltd., Barington Companies Advisors, LLC, Barington Capital Group,

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L.P., LNA Capital Corp., Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, Millenco, L.P., Millennium Management, L.L.C., Israel A. Englander, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, Daniel B. Zwirn and Phillip Ashkettle dated September 13, 2005 (which supersedes and replaces the Agreement of Joint Filing dated August 3, 2005, as previously filed as Exhibit 99.4 to the Schedule 13D filed with the SEC on August 3, 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: September 13, 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.

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

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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,
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

/s/ Phillip D. Ashkettle

Phillip D. Ashkettle

SCHEDULE

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

Shares purchased by Phillip Ashkettle

Date	Number of Shares	Price Per Share	Cost (1)
-----	-----	-----	-----
8/9/2005	706	\$18.9057	\$13,347.42
8/10/05	9,800	\$18.7509	\$183,758.82

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