

POLYONE CORP
Form 4
November 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Van Hulle John V

(Last) (First) (Middle)

POLYONE CENTER, 33587
WALKER ROAD

(Street)

AVON LAKE, OH 44012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POLYONE CORP [POL]

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, President of Global Color

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 11/14/2013 | | M | | 10,733 | A | \$ 14.81 | 10,733 | D |
| Common Stock | 11/14/2013 | | D | | 6,966 | D | \$ 30.78 | 3,767 | D |
| Common Stock | 11/14/2013 | | M | | 7,767 | A | \$ 14.61 | 11,534 | D |
| Common Stock | 11/14/2013 | | D | | 5,006 | D | \$ 30.78 | 6,528 | D |
| Common Stock | 11/14/2013 | | G ⁽¹⁾ | V | 6,528 | D | \$ 0 | 0 | D |

Edgar Filing: POLYONE CORP - Form 4

| | | | | | | | | | |
|--------------|------------|------------------|---|--------|---|-----------------------------|--------|---|-------------------|
| Common Stock | 11/14/2013 | G ⁽¹⁾ | V | 6,528 | A | \$ 0 | 57,803 | I | by Trust |
| Common Stock | 11/14/2013 | S | | 30,000 | D | \$ 30.8801 <u>(2)</u> | 27,803 | I | by Trust |
| Common Stock | | | | | | | 10,000 | I | Cust of UGMA Acct |
| Common Stock | | | | | | | 10,000 | I | by Daughter |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 14.81 | 11/14/2013 | | M | 10,733 | <u>(3)</u> | 02/16/2021 | Common Stock | 10,733 |
| Stock Appreciation Rights | \$ 14.61 | 11/14/2013 | | M | 7,767 | <u>(4)</u> | 02/14/2022 | Common Stock | 7,767 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Hulle John V POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012 | | | SVP, President of Global Color | |

Signatures

By: Lisa K. Kunkle, Power of Attorney For: John V. Van Hulle

11/15/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction involved a gift of securities by the reporting person to a trust, which holds the shares for the benefit of the reporting person's spouse.
The sale price is a weighted average for the sale transaction. The sales prices range from a low of \$30.82 per share to a high of \$30.99.
- (2) Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, PolyOne Corporation or a security holder of PolyOne Corporation.
- (3) The stock appreciation rights vest in three equal annual installments beginning February 16, 2012.
SARs become exercisable and vest one-third on the attainment of 10%, 15% and 20% stock appreciation (which must be maintained for a minimum of thirty consecutive trading days) from the grant date closing price of \$14.61 per share, with no more than one-third vesting per year during the first three years.
- (4) minimum of thirty consecutive trading days) from the grant date closing price of \$14.61 per share, with no more than one-third vesting per year during the first three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.