

POLYONE CORP  
Form 4  
May 16, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
SMITH KENNETH M

(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)  
05/14/2014

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)  
Sr VP Chief IT & HR Officer

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 (Instr. 8) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 05/14/2014                           |  | M                              |   | 16,100  | A  | \$ 14.81  |
|                                 |                                      |  |                                |   | 121,173.702   | D  |   |
| Common Stock                    | 05/14/2014                           |  | D                              |   | 10,879  | D  | \$ 38.09  |
|                                 |                                      |  |                                |   | 110,294.702   | D  |   |
| Common Stock                    | 05/14/2014                           |  | M                              |   | 15,533  | A  | \$ 14.61  |
|                                 |                                      |  |                                |   | 125,827.702   | D  |   |
| Common Stock                    | 05/14/2014                           |  | D                              |   | 10,453  | D  | \$ 38.09  |
|                                 |                                      |  |                                |   | 115,374.702   | D  |   |
| Common Stock                    | 05/14/2014                           |  | S                              |   | 600   | D  | \$ 38.485   |
|                                 |                                      |  |                                |   | 114,774.702   | D  |   |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right                   | \$ 14.81   | 05/14/2014                           |  | M                              | 16,100  | <u>(2)</u> 02/16/2021                                    | Common Stock  | 16,100                     |
| Stock Appreciation Rights                  | \$ 14.61   | 05/14/2014                           |  | M                              | 15,533  | <u>(3)</u> 02/14/2022                                    | Common Stock  | 15,533                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SMITH KENNETH M<br>POLYONE CENTER<br>33587 WALKER ROAD<br>AVON LAKE, OH 44012 |               |           | Sr VP Chief IT & HR Officer |       |

## Signatures

By: Lisa K. Kunkle, Power of Attorney For: Kenneth M. Smith 05/16/2014

\_\_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).

The sale price is a weighted average for the sale transaction. The sales prices range from a low of \$38.48 per share to a high of \$38.49.

- (1) 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.
- (2) The stock appreciation rights vest in three equal annual installments beginning February 16, 2012.

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- 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.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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