

POLYONE CORP  
Form 4  
February 19, 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 \*  
NEWLIN STEPHEN D

(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)  
02/14/2014

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)  
Chairman, President & CEO

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 |   |        |            | 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                    | 02/14/2014                           |  | G                   | V | 1,275  | D          | \$ 0  | 204,905  | D   |       |
| Common Stock                    | 02/16/2014                           |  | M                   |   | 86,800 | A          | 11  | 294,659 (2)  | D   |       |
| Common Stock                    | 02/16/2014                           |  | F                   |   | 41,131 | D          | \$ 36.04  | 253,528  | D   |       |
| Common Stock                    | 02/18/2014                           |  | M(3)                |   | 77,334 | A          | \$ 14.61  | 330,862  | D   |       |
| Common Stock                    | 02/18/2014                           |  | D                   |   | 54,099 | D          | \$ 36.07  | 276,763  | D   |       |

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|              |            |                  |        |   |                             |         |   |          |
|--------------|------------|------------------|--------|---|-----------------------------|---------|---|----------|
| Common Stock | 02/18/2014 | M <sup>(3)</sup> | 52,633 | A | \$ 14.81                    | 329,396 | D |          |
| Common Stock | 02/18/2014 | D                | 37,230 | D | \$ 36.07                    | 292,166 | D |          |
| Common Stock | 02/18/2014 | S <sup>(4)</sup> | 28,294 | D | \$<br>36.0046<br><u>(5)</u> | 263,872 | D |          |
| Common Stock | 02/19/2014 | S <sup>(4)</sup> | 34,900 | D | \$<br>36.0789<br><u>(6)</u> | 228,972 | D |          |
| Common Stock | 02/14/2014 | S <sup>(7)</sup> | 2,005  | D | \$<br>36.0241<br><u>(8)</u> | 10,995  | I | by Trust |
| Common Stock | 02/18/2014 | S <sup>(7)</sup> | 995    | D | \$ 36.08                    | 10,000  | I | by Trust |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | <u>(1)</u>   | 02/16/2014                           |  | M                              | 86,800  | 02/16/2014 02/16/2014                                    | Common Stock  | 86,800                        |
| Stock Appreciation Right                   | \$ 14.81   | 02/18/2014                           |  | M <sup>(3)</sup>               | 52,633  | <u>(9)</u> 02/16/2021                                    | Common Stock  | 52,633                        |
| Stock Appreciation Rights                  | \$ 14.61   | 02/18/2014                           |  | M <sup>(3)</sup>               | 77,334  | <u>(10)</u> 02/14/2022                                   | Common Stock  | 77,334                        |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| NEWLIN STEPHEN D<br>POLYONE CENTER<br>33587 WALKER ROAD<br>AVON LAKE, OH 44012 | X             |           | Chairman, President & CEO |       |

## Signatures

By: Lisa K. Kunkle, Power of Attorney For: Stephen D. Newlin

02/19/2014

\_\_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).
- (1) Each restricted stock unit represents a contingent right to receive one share of PolyOne common stock.
- (2) Includes dividend equivalents earned with respect to the vested restricted stock units.
- (3) The exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan, which was entered into on May 8, 2013.
- (4) The stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.  
The sales price is a weighted average for the sales transactions. The sales prices range from a low of \$35.78 per share to a high of \$36.22 per share. 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.
- (5) The sales price is a weighted average for the sales transactions. The sales prices range from a low of \$35.94 per share to a high of \$36.26 per share. 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.
- (6) The shares were sold from a Charitable Remainder Trust of which Mr. Newlin is the trustee and sole non-charitable beneficiary.  
The sales price is a weighted average for the sales transactions. The sales prices range from a low of \$36.008 per share to a high of \$36.08 per share. 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.

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.