

Patterson Robert M
Form 4
August 22, 2018

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 *
Patterson Robert 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)
08/20/2018

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 (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	08/20/2018		M		30,500	A	\$ 14.81
Common Stock	08/20/2018		D		19,352	D	\$ 43.16
Common Stock	08/20/2018		M		48,800	A	\$ 14.61
Common Stock	08/20/2018		D		30,837	D	\$ 43.16
Common Stock	08/20/2018		M		30,700	A	\$ 23.08

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Common Stock	08/20/2018		D	22,752	D	\$ 43.16	296,738.399	D
Common Stock	08/20/2018		M	20,500	A	\$ 35.07	317,238.399	D
Common Stock	08/20/2018		D	18,363	D	\$ 43.16	298,875.399	D
Common Stock	08/21/2018		S	20,000	D	\$ 43.6075 (2)	278,875.399	D
Common Stock	08/22/2018		S	19,196	D	\$ 43.3015 (3)	259,679.399	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 14.81	08/20/2018		M	30,500	(4)	02/16/2021	Common Stock	30,500
Stock Appreciation Rights	\$ 14.61	08/20/2018		M	48,800	(5)	02/14/2022	Common Stock	48,800
Stock Appreciation Rights	\$ 23.08	08/20/2018		M	30,700	(6)	02/15/2023	Common Stock	30,700
Stock Appreciation Rights	\$ 35.07	08/20/2018		M	20,500	(7)	02/11/2024	Common Stock	20,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patterson Robert M POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012	X		Chairman, President & CEO	

Signatures

/s/ Lisa K. Kunkle, Power of Attorney For: Robert M. Patterson 08/22/2018

**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) Includes shares acquired pursuant to dividend reinvestment since the last Form 4 was filed.
The sale price is a weighted average for the sale transactions. The sales prices range from a low of \$43.21 per share to a high of \$43.89.
- (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.
The sale price is a weighted average for the sale transactions. The sales prices range from a low of \$43.12 per share to a high of \$43.52 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.
- (3) The stock appreciation rights vested in three equal annual installments beginning February 16, 2012.
SARs become exercisable and vest only upon the achievement of both price and time requirements. To vest, each one-third of the grant must attain 10%, 15% and 20% stock appreciation, respectively (which must be maintained for a minimum of thirty consecutive trading days) from the grant date closing price of \$14.61 per share and no more than one-third of the grant can vest per year during the first three years.
- (5) SARs become exercisable and vest only upon the achievement of both price and time requirements. To vest, each one-third of the grant must attain 10%, 15% and 20% stock appreciation, respectively (which must be maintained for a minimum of thirty consecutive trading days) from the grant date closing price of \$23.08 per share and no more than one-third of the grant can vest per year during the first three years.
- (6) SARs become exercisable and vest only upon the achievement of both price and time requirements. To vest, each one-third of the grant must attain 10%, 15% and 20% stock appreciation, respectively (which must be maintained for a minimum of thirty consecutive trading days) from the grant date closing price of \$35.07 per share and no more than one-third of the grant can vest per year during the first three years.
- (7)

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.