POLYONE CORP Form 4 February 14, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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January 31, 2005

0.5

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may continue.

Check this box

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

See Instruction 1(b).

Common

Common

Stock

Stock

02/11/2017

02/11/2017

(Print or Type Responses)

1. Name and A Garratt Mic	Symbol				5. Relationship of Reporting Person(s) to Issuer				
	POLY	ONE COR	RP [POL]	(Check all applicable)					
(Last)	(First) (M	fiddle) 3. Date of	of Earliest T	ransaction					
		(Month/	Day/Year)		Director		Owner		
POLYONE	02/11/2	02/11/2017			_X_ Officer (give title Other (specify				
WALKER				below) below) SVP, Chief Commercial Officer					
					SVF, CIIIC	i Commerciai C	Hicei		
	4. If Am	endment, Da	ate Original	6. Individual or Joint/Group Filing(Check					
	Filed(Mo	Filed(Month/Day/Year)			Applicable Line)				
					X Form filed by	1 0			
AVON LAI				Form filed by More than One Reporting Person					
					reison				
(City)	(State)	(Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		
				(A)	Reported				
				(r)	Transaction(s)				

Code V Amount

3,100

1,160

M

F

(D)

Α

D

Price

<u>(1)</u>

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

D

 $6,723 \stackrel{(2)}{=}$

5,563

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/11/2017		M	3,100	02/11/2017	02/11/2017	Common Stock	3,100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Garratt Michael A POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012

SVP, Chief Commercial Officer

Signatures

/s/ Lisa K. Kunkle, Power of Attorney For: Michael A
Garratt

02/14/2017

**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.

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.

Reporting Owners 2