

ROSENAU ROBERT M
Form 4
June 29, 2011

FORM 4

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

OMB APPROVAL

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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 *
ROSENAU 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)
06/28/2011

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 PP&S

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/28/2011 | | M | | 14,400 A \$ 8.94 | 70,318 | D |
| Common Stock | 06/28/2011 | | D | | 10,389 D \$ 15.06 | 59,929 | D |
| Common Stock | 06/28/2011 | | M | | 35,700 A \$ 6.51 | 95,629 | D |
| Common Stock | 06/28/2011 | | D | | 22,271 D \$ 15.06 | 73,358 | D |
| Common Stock | 06/28/2011 | | M | | 55,200 A \$ 6.585 | 128,558 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|--------|---|---------------------------|
| Common Stock | 06/28/2011 | | D | 37,012 | D | \$ 15.06 | 91,546 | D | |
| Common Stock | 06/28/2011 | | I | 22,565 | D | \$ 15.1 | 1,622 | I | Savings Plan Trust (1) |

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 6.51 | 06/28/2011 | | M | 35,700 | (2) | 01/03/2013 | Common Stock | 35,700 |
| Stock Appreciation Right | \$ 6.585 | 06/28/2011 | | M | 55,200 | (3) | 03/07/2014 | Common Stock | 55,200 |
| Stock Appreciation Right | \$ 8.94 | 06/28/2011 | | M | 14,400 | (4) | 01/04/2012 | Common Stock | 14,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| ROSENAU ROBERT M POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012 | Director 10% Owner Officer Other SVP, President of PP&S |

Signatures

By: Lisa K. Kunkle, Power of Attorney For: Robert M.
Rosenau

06/29/2011

__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) The information in this report is based on a PolyOne Retirement Savings Plan statement dated as of June 28, 2011. PolyOne common shares are held in a unitized fund that consists of stock and cash. The number of shares and the amount of cash may fluctuate daily depending on plan level activity in the fund.

(2) SARs are exercisable upon vesting. Vesting occurs when the market price of the PolyOne common stock reaches pre-determined levels for three consecutive days as follows: 1/3 vests at a market price of \$7.50 per share; an additional 1/3 vests at a market price of \$8.50 per share; and the remaining 1/3 vests at a market price of \$10.00 per share; provided, however, that no vesting will occur sooner than one year from the grant date of January 4, 2006.

(3) SARs are exercisable upon vesting. Vesting occurs when the market price of the PolyOne common stock reaches pre-determined levels for three consecutive days as follows: 1/3 vests at a market price of \$7.24 per share; an additional 1/3 vests at a market price of \$7.90 per share; and the remaining 1/3 vests at a market price of \$8.56 per share; provided, however, that no vesting will occur sooner than one year from the grant date of March 8, 2007.

(4) SARs are exercisable upon vesting. Vesting occurs when the market price of the PolyOne common stock reaches pre-determined levels for three consecutive days as follows: 1/3 vest at a market price of \$9.84 per share; an additional 1/3 vests at a market price of \$10.73 per share; and the remaining 1/3 vests at a market price of \$11.63 per share.

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.