Edgar Filing: POLYONE CORP - Form 4

Form 4	RP									
February 12, 20	16									
FORM 4			GEGU			CHANGE			PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287	
Check this bo if no longer			Expires:	January 31, 2005						
subject to Section 16. Form 4 or				SECUI	burden hou response	average Jrs per				
obligations may continue <i>See</i> Instructio 1(b).	Section 17(a) of the l	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> Altice Richard N.			Symbol	er Name an ONE COI		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Chi	ek all applicabl	.)	
POLYONE CENTER, 33587 WALKER ROAD			(Month/Day/Year) 02/10/2016				Director 10% Owner X Officer (give title Other (specify below) SVP & President DSS			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
AVON LAKE,	OH 44012						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)	
Reminder: Report of	on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly			
	in a separate rink				Perso inform requir	ns who res nation con red to resp nys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	GEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Restricted Stock Units	<u>(1)</u>	02/10/2016		А		4,250		02/10/2019	02/10/2019	Common Stock	4,2
Stock Appreciation Rights	\$ 24.98	02/10/2016		А		12,900		(2)	02/10/2026	Common Stock	12,9

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Altice Richard N. POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012	SVP & Presi	dent DSS						
Signatures								
By: Lisa K. Kunkle, Power of Attorney For: Richard N. 02/1 Altice								
<u>**</u> Signature of Repo		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.

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

(2) Indist attain 10%, 15% and 20% stock appreciation, respectively (which must be maintained for a minimum of unity consecutive trading days) from the grant date closing price of \$24.98 per share and no more than one-third of the grant can vest 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.