POLYONE CORP Form 4 June 25, 2014

FORM 4

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

OMB APPROVAL OMB

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

Name and Adda Powell William	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol POLYONE CORP [POL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()			
POLYONE CENTER, 33587 WALKER ROAD			(Month/Day/Year) 06/24/2014	X Director 10% Owner Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
AVON LAKE	, OH 44012		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(D) (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)	
Common			Code	V	Amount	(D)	Price	(Instr. 5 and 1)		
Stock	06/13/2014		G	V	6,000	D	\$ 0	48,961.752	D	
Common Stock	06/18/2014		G <u>(1)</u>	V	20,000	D	\$ 0	28,961.752	D	
Common Stock	06/24/2014		S		6,100	D	\$ 41.4953 (2)	22,861.752	D	
Common Stock	06/24/2014		S		3,900	D	\$ 42.1245 (3)	18,961.752	D	
	04/04/2014		A	V	94 (4)	A		46,542	I	

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Common Stock					\$ 39.2116			Deferred Comp Plan	
Common Stock	06/18/2014	G(1)	V	20,000	A	\$ 0	20,000	I	by Trust

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									1 m aumt		
									Amount		
						Date	Expiration		or 		
						Exercisable	Date		Number		
				$\alpha + w$	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Director 10% Owner Officer Other Powell William Howard POLYONE CENTER	
· · · · · · · · · · · · · · · · · ·	
33587 WALKER ROAD AVON LAKE, OH 44012	

Signatures

By: Lisa K. Kunkle, Power of Attorney For: William H 06/25/2014 Powell

> **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).

Reporting Owners 2

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- (1) The shares were gifted to a Charitable Remainder Trust of which Mr. Powell is the trustee and sole non-charitable beneficiary.
 - The sale price is a weighted average for the sale transactions. The sales prices range from a low of \$40.9715 per share to a high of \$41.96.
- (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 \$41.98 per share to a high of \$42.25.
- (3) 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.
- (4) Shares acquired pursuant to a dividend reinvestment feature of the PolyOne Corporation Deferred Compensation Plan for Non-Employee Directors.

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.