

Kahler Michael E
Form 4
March 06, 2012

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 *
Kahler Michael E

(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)
03/05/2012

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, Chief Commercial Officer

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 | (D) | Price |
| Common Stock | 03/05/2012 | | M | | 27,700 | A | <u>(1)</u> |
| Common Stock | 03/05/2012 | | F | | 8,819 | D | \$ 13.14 |
| Common Stock | 03/05/2012 | | S | | 36,000 | D | <u>(3)</u> |
| Common Stock | 03/05/2012 | | M | | 20,700 | A | \$ 6.585 |
| Common Stock | 03/05/2012 | | M | | 16,000 | A | \$ 1.43 |
| | | | | | | | 130,244 <u>(2)</u> |
| | | | | | | | 121,425 |
| | | | | | | | 85,425 |
| | | | | | | | 106,125 |
| | | | | | | | 122,125 |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|---------|---|-----------------------------------|
| Common Stock | 03/05/2012 | | D | 6,244 | D | \$ 12.93 | 115,881 | D | |
| Common Stock | 03/05/2012 | | D | 13,692 | D | \$ 13.01 | 102,189 | D | |
| Common Stock | 03/05/2012 | | I | 5,903 | D | \$ 12.93 | 0 | I | Savings Plan Trust ⁽⁴⁾ |

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Shares | <u>(1)</u> | 03/05/2012 | | M | 27,700 | 03/05/2012 | 03/05/2012 | Common Stock | 27,700 |
| Stock Appreciation Right | \$ 1.43 | 03/05/2012 | | M | 16,000 | <u>(5)</u> | 03/04/2016 | Common Stock | 16,000 |
| Stock Appreciation Right | \$ 6.585 | 03/05/2012 | | M | 20,700 | <u>(6)</u> | 03/07/2014 | Common Stock | 20,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kahler Michael E POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012 | | | SVP, Chief Commercial Officer | |

Signatures

By: Lisa K. Kunkle, Power of Attorney For: Michael E.
Kahler

03/06/2012

__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 performance share is equal in value to one share of PolyOne common stock and will pay out in the form of common shares on a one-for-one basis. Performance shares vest one-third on the attainment of 10%, 20% and 30% stock appreciation (which must be maintained for a minimum of three consecutive trading days) from the grant date closing price of \$1.43 per share. Vested shares will be distributed on the third anniversary of the grant date.

(2) Includes dividend equivalents earned with respect to the vested performance shares.

(3) The sale price is a weighted average for the sale transactions. The sale prices range from a low of \$12.94 per share to a high of \$13.06 per share. Full information regarding the number of shares purchased at each separate price is available upon request by the Commission staff, PolyOne Corporation, or a security holder of PolyOne Corporation.

(4) The information in this report is based on a PolyOne Retirement Savings Plan statement as of March 5, 2012. 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. Even though no transaction has occurred, this fluctuation may result in an increase or decrease in the number of shares held since the last report filed by the reporting person.

(5) SARs become exercisable and vest one-third on the attainment of 10%, 20% and 30% stock appreciation (which must be maintained for a minimum of three consecutive trading days) from the grant date closing price of \$1.43 per share, with no more than one-third vesting per year during the first three years.

(6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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