POLYONE CORP Form 4

December 26, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...

Form 4 or Form 5 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NEWLIN STEPHEN D			2. Issuer Name and Ticker or Trading Symbol POLYONE CORP [POL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Cheek all applicable)		
POLYONE CENTER, 33587 WALKER ROAD		3587	(Month/Day/Year) 12/20/2012	_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman, President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
AVON LAF	KE, OH 4401	12	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securitie onor Dispose (Instr. 3, 4	d of (E and 5) (A) or))	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 Stock	11/19/2012		G	V	12,000	(D)	\$ 0	424,004	D	
Common Stock	11/20/2012		G	V	135,725	D	\$ 0	288,279	D	
Common Stock	12/18/2012		G <u>(1)</u>	V	50,000	D	\$ 0	238,279	D	
Common Stock	12/18/2012		G <u>(1)</u>	V	50,000	A	\$ 0	50,000	I	by Trust
Common Stock	12/20/2012		S		7,500	D	\$ 20.23 (2)	42,500	I	by Trust

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	nd	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Underlyii	ng	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	S	(Instr. 5)	Bene
Derivative				Securities	3		(Instr. 3 a	and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
							Λ,	mount		
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Pear) Expiration Date, if any Code of (Month/Day/Pear) Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date any Code of (Month/Day/Pear) Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Date Expiration Date Date Date Date Date Date Date Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date any Code of (Month/Day/Year) (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Year) Underlying Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount Underlying Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise any Code of (Month/Day/Year) Underlying Securities Price of Derivative Security Month/Day/Year) Securities Amount of (Month/Day/Year) Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities Securities Figure 1 and 1 and 2 and 3 and 4 and 5 an	Conversion or Exercise Price of Oberivative Security Derivative Security Security Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date (Expiration Date any (Month/Day/Year) (Instr. 3) Amount of Oberivative Security (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities Amount of Derivative Security (Instr. 5) Securities (Instr. 3 and 4) Date Expiration Date (Expiration Date any (Instr. 5) Derivative Securities (Instr. 5) Amount or Title Number of

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
NEWLIN STEPHEN D POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012	X		Chairman, President & CEO					

Signatures

By: Lisa K. Kunkle, Power of Attorney For: Stephen D.

Newlin 12/24/2012

**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) The shares were gifted to a Charitable Remainder Trust of which Mr. Newlin is the trustee and sole non-charitable beneficiary.
- The sale price is a weighted average for the sale transactions. The sale prices range from a low of \$20.22 per share to a high of \$20.24 per (2) share. 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.

Reporting Owners 2

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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.