

POLYONE CORP  
Form 4  
June 25, 2014

**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 \*  
Powell William Howard

(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)  
06/24/2014

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)

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)			5. Amount of Securities 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				(A) or (D)
Common Stock	06/13/2014		G	V	6,000	D	\$ 0	48,961.752	D	
Common Stock	06/18/2014		G <sup>(1)</sup>	V	20,000	D	\$ 0	28,961.752	D	
Common Stock	06/24/2014		S		6,100	D	\$ 41.4953 <sup>(2)</sup>	22,861.752	D	
Common Stock	06/24/2014		S		3,900	D	\$ 42.1245 <sup>(3)</sup>	18,961.752	D	
	04/04/2014		A	V	94 <sup>(4)</sup>	A		46,542	I	



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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.