

POLYONE CORP
Form 3
January 04, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Rathbun Joel R.
(Last) (First) (Middle)

POLYONE CENTER,Â 33587
WALKER ROAD

(Street)

AVON LAKE,Â OHÂ 44012

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/01/2016

3. Issuer Name and Ticker or Trading Symbol
POLYONE CORP [POL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP, Mergers & Acquisitions

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of Shares

(Instr. 5)

Restricted Stock Units	Â (1)	02/15/2016	Common Stock	1,700 (2)	\$ (1)	D	Â
Restricted Stock Units	Â (3)	03/13/2016	Common Stock	2,564 (2)	\$ (3)	D	Â
Restricted Stock Units	Â (4)	02/11/2017	Common Stock	1,021 (2)	\$ (4)	D	Â
Restricted Stock Units	Â (5)	02/04/2018	Common Stock	909 (2)	\$ (5)	D	Â
Stock Appreciation Rights	Â (6)	02/14/2022	Common Stock	6,000	\$ 14.61	D	Â
Stock Appreciation Rights	Â (7)	02/15/2023	Common Stock	3,600	\$ 23.08	D	Â
Stock Appreciation Rights	Â (8)	02/11/2024	Common Stock	2,400	\$ 35.07	D	Â
Stock Appreciation Rights	Â (9)	02/04/2025	Common Stock	2,500	\$ 38.27	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rathbun Joel R. POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012	Â	Â	Â SVP, Mergers & Acquisitions	Â

Signatures

By: Lisa K. Kunkle, Power of Attorney For: Joel R.
Rathbun

01/04/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units vest 3 years from the grant date on February 15, 2016.

(2) The restricted stock units include all dividend equivalents acquired since the date of grant. Dividend equivalents are subject to the same restrictions as the underlying grant of restricted stock units.

(3) The restricted stock units vest 3 years from the grant date on March 13, 2016.

(4) The restricted stock units vest 3 years from the grant date on February 11, 2017.

(5) The restricted stock units vest 3 years from the grant date on February 4, 2018.

(6) SARs become exercisable and vest one-third on the attainment of 10%, 15% and 20% stock appreciation (which must be maintained for a minimum of thirty consecutive trading days) from the grant date closing price of \$14.61 per share, with no more than one-third vesting per year during the first three years.

Edgar Filing: POLYONE CORP - Form 3

(7) 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 days) from the grant date closing price of \$23.08 per share and no more than one-third of the grant can vest per year during the first three years.

(8) 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 days) from the grant date closing price of \$35.07 per share and no more than one-third of the grant can vest per year during the first three years.

(9) 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 days) from the grant date closing price of \$38.27 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.