

Van Hulle John V
Form 4
May 16, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Van Hulle John V

(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)
05/14/2013

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, President of Global Color

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 (A) or (D) Price | | | |
| Common Stock | 05/06/2013 | | G ⁽¹⁾ | V 9,270 D \$ 0 0 | | D | |
| Common Stock | 05/14/2013 | | M | 8,067 A \$ 7.99 8,067 | | D | |
| Common Stock | 05/14/2013 | | D | 4,355 D \$ 24.98 3,712 | | D | |
| Common Stock | 05/16/2013 | | G ⁽²⁾ | V 3,712 D \$ 0 0 | | D | |
| Common Stock | 05/06/2013 | | G ⁽¹⁾ | V 9,270 A \$ 0 9,270 | | I | Revocable Trust |

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| | | | | | | | | | |
|--------------|------------|------------------|---|-----------|---|----------|--------|---|-----------------------------------|
| Common Stock | 05/09/2013 | G ⁽³⁾ | V | 9,270 | D | \$ 0 | 0 | I | Revocable Trust |
| Common Stock | 05/14/2013 | I | | 7,875.189 | D | \$ 24.98 | 0 | I | Savings Plan Trust ⁽⁴⁾ |
| Common Stock | 05/09/2013 | G ⁽³⁾ | V | 9,270 | A | \$ 0 | 47,563 | I | by Trust |
| Common Stock | 05/16/2013 | G ⁽²⁾ | V | 3,712 | A | \$ 0 | 51,275 | I | by Trust |
| Common Stock | | | | | | | 10,000 | I | Cust of UGMA Acct |
| Common Stock | | | | | | | 10,000 | I | by Daughter |

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

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.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 7.99 | 05/14/2013 | | M | 8,067 | ⁽⁵⁾ 02/16/2017 | Common Stock | 8,067 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | SVP, President of Global Color |

Van Hulle John V
POLYONE CENTER
33587 WALKER ROAD
AVON LAKE, OH 44012

Signatures

By: Lisa K. Kunkle, Power of Attorney For: John V. Van Hulle

05/16/2013

__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) This transaction involved a gift of securities to a revocable trust held by the reporting person.
- (2) This transaction involved a gift of securities by the reporting person to a trust, which holds the shares for the benefit of the reporting person's spouse.
- (3) This transaction involved a gift of securities from a trust held by the reporting person to a second trust which holds the shares for the benefit of the reporting person's spouse.
- (4) The information in this report is based on a PolyOne Retirement Savings Plan statement as of May 13, 2013. 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. This fluctuation may result in an increase or decrease in the number of shares held since the last report filed by the reporting person. The reporting person conducted an intra-plan transfer of shares within the Savings Plan Trust.
- (5) The stock appreciation rights vest in three equal annual installments beginning February 17, 2011.

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.