

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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Rathbun Joel R.                         |         | (Month/Day/Year)                     | POLYONE CORP [POL]                                 |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| POLYONE CENTER,Â 33587                    |         | 01/01/2016                           |  |  |
| WALKER ROAD                               |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| AVON LAKE,Â OHÂ 44012                     |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | SVP, Mergers & Acquisitions                        |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(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.<br>POLYONE CENTER<br>33587 WALKER ROAD<br>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.

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(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.

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