

McAlindon Julie A.
Form 3
March 15, 2013

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

OMB APPROVAL

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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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>McAlindon Julie A.</p> <p>(Last) (First) (Middle)</p> <p>POLYONE CENTER, 33587 WALKER ROAD</p> <p>(Street)</p> <p>AVON LAKE, OH 44012</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/13/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>POLYONE CORP [POL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, President Designed</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

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) |
|------------------------------------|--|---|--|
| Common Stock | 10,013 | D | ^ |
| Common Stock | 5,086 | I | Savings Plan Trust ⁽¹⁾ |

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 (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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Restricted Stock Units | Â (2) | 05/31/2013 | Common Stock | 15,368 (3) | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | 02/16/2014 | Common Stock | 2,356 (3) | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | 02/14/2015 | Common Stock | 2,732 (3) | \$ (5) | D | Â |
| Restricted Stock Units | Â (6) | 02/15/2016 | Common Stock | 3,600 | \$ (6) | D | Â |
| Stock Appreciation Rights | Â (7) | 02/14/2022 | Common Stock | 4,000 | \$ 14.61 | D | Â |
| Stock Appreciation Rights | Â (8) | 02/16/2021 | Common Stock | 1,400 | \$ 14.81 | D | Â |
| Stock Appreciation Rights | Â (9) | 02/15/2023 | Common Stock | 7,800 | \$ 23.08 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McAlindon Julie A. POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012 | Â | Â | Â SVP, President Designed | Â |

Signatures

By: Lisa K. Kunkle, Power of Attorney For: Julie A. McAlindon 03/15/2013

__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).

- The information in this report is based on a PolyOne Retirement Savings Plan statement as of March 13, 2013. PolyOne common shares
- (1) 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.
 - (2) The restricted stock units vest 3 years from the grant date on 5/31/2013.
 - (3) 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.
 - (4) The restricted stock units vest 3 years from the grant date on 2/16/2014.
 - (5) The restricted stock units vest 3 years from the grant date on 2/14/2015.

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- (6) The restricted stock units vest 3 years from the grant date on 2/15/2016.

SARs become exercisable and vest one-third on the attainment of 10%, 15% and 20% stock appreciation (which must be maintained for a

- (7) 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.

- (8) The stock appreciation rights vest in three equal annual installments beginning February 16, 2012.

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

- (9) 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.

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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