Garratt Michael A Form 4 February 06, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Garratt Michael A	2. Issuer Name and Ticker or Trading Symbol POLYONE CORP [POL]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) POLYONE CENTER, 33587 WALKER ROAD	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2018	(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) SVP, Chief Commercial Officer		
(Street) AVON LAKE, OH 44012	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	Securities Form: Direct Indirect Beneficially (D) or Beneficia Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4)	Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/04/2018		M	3,300	A	(1)	10,771 (2)	D	
Common Stock	02/04/2018		F	1,121	D	\$ 42.88	9,650	D	

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

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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. Transacti Code (Instr. 8)	5. Number action of Derivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/04/2018		M		3,300	02/04/2018	02/04/2018	Common Stock	3,300

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Garratt Michael A POLYONE CENTER 33587 WALKER ROAD AVON LAKE, OH 44012

SVP, Chief Commercial Officer

Signatures

/s/ Lisa K. Kunkle, Power of Attorney For: Michael A Garratt

02/06/2018

**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) Each restricted stock unit represents a contingent right to receive one share of PolyOne common stock.
- (2) Includes dividend equivalents earned with respect to the vested restricted stock units.

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.

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