## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Name and Addre SHIBA WEN	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>POLYONE CORP</u> [ POL ]		ationship of Reporting Pe < all applicable) Director	10% Owner
(Last) POLYONE CEN 33587 WALKEI		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2004	X	Officer (give title below) Vice President, C	Other (specify below) LO & Sec'y
(Street) AVON LAKE (City)	OH (State)	44012 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rej Form filed by More tha Person	porting 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)		ransaction Disposed Of (D) (Instr. 3, 4 and 5) ode (Instr.		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/17/2004		М		41,667	A	\$6.14	85,667	D	
Common Stock	11/17/2004		F		32,569	D	<b>\$9.01</b>	53,098	D	
Common Stock								2,547	Ι	Savings Plan Trust <sup>(1)</sup>

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(cigi, pais, sais, warants, spheris, sourceases)														
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution D Security or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$6.14	11/17/2004		М			41,667	(2)	12/10/2006	Common Stock	41,667	\$0	20,833	D	

Explanation of Responses:

1. The information in this report is based on a PolyOne Retirement Savings Plan statement dated as of September 30, 2004.

2. SARs are exercisable upon vesting. Vesting occurs when the market price of the PolyOne common stock reaches pre-determined levels for three consecutive days as follows: 1/3 vests at a market price of \$8 per share; an additional 1/3 vests at a market price of \$9 per share; and the remaining 1/3 vests at a market price of \$10 per share.

By: Wendy C. Shiba, Power of Attorney For: Wendy C. Shiba

11/19/2004

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.