UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

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 | 1 0 | | 2. Issuer Name and Ticker or Trading Symbol POLYONE CORP [POL] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|-------------------|---------|-------------|---|--------------------------|--|-----------------------|--|--|--|
| WALTERMI | RE THOM | <u>AS A</u> | | X Dire | ector | 10% Owner | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X Offic belo | , | Other (specify below) | | | |
| POLYONE CEN | NTER | | 12/11/2003 | | CEO and President | | | | |
| 33587 WALKE | R ROAD | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual o Line) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| AVON LAKE | OH | 44012 | | | Form filed by One Reporting Person | | | | |
| | | | — | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, | | ction Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|-----------------|------|-----------------|--|---------------|-------|---|-----------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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) | Code (| Transaction Derivative Code (Instr. Securities | | re s I (A) sed str. | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 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 | 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 | | Transaction(s) (Instr. 4) | | |
| Stock Appreciation Right | \$6.14 | 12/11/2003 | | A | | 248,640 | | (1) | 12/10/2006 | Common Stock | 248,640 | \$0 | 248,640 | D | |

Explanation of Responses:

1. 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: Thomas

12/15/2003

<u>Waltermire</u>

Date

** Signature of Reporting Person

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.