SEC Form 4

FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

Check this box if no longer subject to

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

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol POLYONE CORP [POL]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Kedrowski Thomas J</u>				[- 040]							Director		Dwner		
(Last) 33587 WALKEI	(First) R ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/10/2007							Officer (give title Other (speed) below) below) Sr VP Operations		(specify)		
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)					
AVON LAKE	OH	44012								X	Form filed by One				
(City)	(State)	(Zip)									Form filed by More than One Reporting Person				
		Table I - No	n-Derivat	tive S	ecurities Acqu	uired,	Disp	oosed of, o	r Bene	ficially	Owned				
Date			2. Transacti Date (Month/Day	Execution Date,		Transaction		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 5)			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)		

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. Transa Code (8)		of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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	\$7.675	09/10/2007		A		60,000		(1)	09/10/2014	Common Stock	60,000	\$0	60,000	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 \$7.24 per share; an additional 1/3 vests at a market price of \$7.90 per share; and the remaining 1/3 vests at a market price of \$8.56 per share; provided, however, that no vesting will occur sooner than one year from the grant date of September 10, 2007.

> By: Lisa K. Kunkle, Power of Attorney For: Thomas J. **Kedrowski**

09/10/2007

** 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.