

ROTHWELL ALLAN R  
Form 4  
May 21, 2012

**FORM 4**

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

OMB APPROVAL

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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 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)

1. Name and Address of Reporting Person \*  
ROTHWELL ALLAN R

2. Issuer Name and Ticker or Trading Symbol  
OMNOVA SOLUTIONS INC  
[OMN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

175 GHENT ROAD

05/18/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FAIRLAWN, OH 44333-3300

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

**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 control number.**

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock <sup>(1)</sup>	<u>(2)</u>	05/18/2012	A	3,698.2248					<u>(2)</u>	<u>(2)</u>	Common Stock	3,698.2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHWELL ALLAN R 175 GHENT ROAD FAIRLAWN, OH 44333-3300	X			

## Signatures

Kristine C. Syrvalin, Attorney-in-fact for Allan R.  
Rothwell 05/21/2012

    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).

Phantom Stock acquired under the OMNOVA Solutions Stock Fund of the OMNOVA Solutions Inc. Deferred Compensation Plan for Nonemployee Directors (the "Plan"). Under the terms of the Plan, each nonemployee director may elect, prior to the calendar year in which fees are earned, to defer all or a portion of his or her annual retainer, chairman's fees, and meeting attendance fees into one or more investment options available under the Plan, including the OMNOVA Solutions Stock Fund. Phantom stock units are credited to a director's account based on the number of shares of OMNOVA Common Stock that could have been purchased with the amount deferred at the closing price per share on the New York Stock Exchange on the date the the director's fees would otherwise have been payable to him.

(1) Phantom stock units are convertible 1-for-1 into OMNOVA Solutions Common Stock and are payable in cash in a lump sum or in up to ten annual installments (as elected by the director) commencing at the date elected by the director at the time he or she elects to defer compensation pursuant to the Plan, except under certain circumstances where the Plan provides for earlier distribution of his or her account balance.

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.