

Austin Jay T
Form 4
January 25, 2013

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 *
Austin Jay T

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)
175 GHENT ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2013

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
VP Global Sourcing & Logistics

FAIRLAWN, OH 44333
(City) (State) (Zip)

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

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)
			Code	V	Amount or Price		
Common Stock	01/23/2013		A		2,891 (1)	A	\$ 0 46,049 D
Common Stock	01/23/2013		F		1,103 (2)	D	\$ 7.8 44,946 D
Common Stock	01/23/2013		A		11,500 (3)	A	\$ 0 56,446 D
Common Stock							2,640.071 (4) I Plan Trust

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. Transaction Code (Instr. 8)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Austin Jay T 175 GHENT ROAD FAIRLAWN, OH 44333				VP Global Sourcing & Logistics

Signatures

Kristine C. Syrvalin, Attorney-in-fact for Jay T.
Austin
01/25/2013

__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) Reflects shares issued pursuant to the terms of a performance share award granted on February 9, 2011 under the OMNOVA Solutions Inc. Second Amended and Restated 1999 Equity and Performance Incentive Plan. On January 23, 2013, the Compensation and Corporate Governance Committee determined the extent to which the performance objectives established in February 2011 had been achieved and, accordingly, awarded the number of shares reflected herein.
 - (2) Represents shares withheld to satisfy the executive's tax withholding obligations upon vesting of performance shares. The deemed disposition of the withheld shares is exempt pursuant to Rule 16b-3(e).
 - (3) Granted under the OMNOVA Solutions Inc. Third Amended and Restated 1999 Equity and Performance Incentive Plan pursuant to a Restricted Stock Agreement dated 01/23/2013.
 - (4) Shares held in the OMNOVA Solutions Retirement Savings Plan as of 1/23/2013 per the Plan Administrator's Records.

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

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