

LEMAY JAMES C
Form 4
January 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
LEMAY JAMES C

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP Corp Dev Gen Counsel

FAIRLAWN, OH 44333-3300

(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 (D) Price			
Common Stock	01/23/2013		A	3,160 (1) A \$ 0	146,963	D	
Common Stock	01/23/2013		F	1,206 (2) D \$ 7.8	145,757	D	
Common Stock	01/23/2013		A	14,200 (3) A \$ 0	159,957	D	
Common Stock					1,175.301 (4)	I	Plan Trust

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

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(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 (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 Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
LEMAY JAMES C 175 GHENT ROAD FAIRLAWN, OH 44333-3300	Director 10% Owner Officer Sr VP Corp Dev Gen Counsel Other

Signatures

Kristine C. Syrvalin, Attorney-in-fact for James C. LeMay
Date: 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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