OMNOVA SOLUTIONS INC

Form 4 March 23, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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Check this box

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GINGO JOSEPH M**

2. Issuer Name and Ticker or Trading

Issuer

Symbol

OMNOVA SOLUTIONS INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[OMN]

(Last) (First) (Middle)

(Street)

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

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

25435 HARVARD RD.

03/21/2017

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BEACHWOOD, OH 44122

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

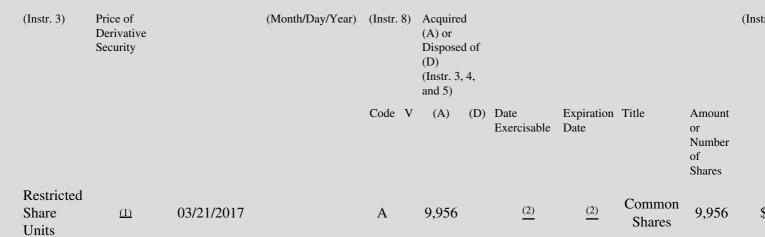
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Conversion Deri (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Secu any

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GINGO JOSEPH M				
25435 HARVARD RD.	X			
BEACHWOOD, OH 44122				

Signatures

Frank P. Esposito, Attorney-in-fact for Joseph M.
Gingo
03/23/2017

**Signature of Reporting Person

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).

Date

- (1) Each Restricted Share Unit represents the right to receive one OMNOVA common share at vesting.
- Under the terms of the OMNOVA Solutions Inc. Third Amended and Restated 1999 Equity and Performance Incentive Plan, the

 (2) Restricted Share Units shall not vest until the later of one year following the date of grant or the Reporting Person's separation from service from the OMNOVA Solutions Inc. Board of Directors.
- For consistency with the Company's 2017 Equity Incentive Plan, the shares identified above, which were previously referred to as (3) "Deferred Shares," will be referred to as "Restricted Share Units" going forward. Other than nomenclature, the terms and characteristics of these shares have not been changed from prior disclosures.

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.

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