

TROY GREGORY T
Form 4
February 01, 2006

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 *
TROY GREGORY 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)
01/31/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior VP Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/31/2006		M		22,000 A \$ 6.5	41,002	D
Common Stock	01/31/2006		M		35,000 A \$ 4.15	76,002	D
Common Stock	01/31/2006		S		20,000 D \$ 6.6845	56,002	D
Common Stock	01/31/2006		S		7,000 D \$ 6.6148	49,002	D
Common Stock	01/31/2006		S		10,000 D \$ 6.6606	39,002	D

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Common Stock	01/31/2006	S	10,000	D	\$ 6.6471	29,002	D	
Common Stock	01/31/2006	S	10,000	D	\$ 6.65	19,002	D	
Common Stock						15,572.151 <u>(1)</u>	I	By Plan

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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 6.5	01/31/2006		M	22,000	08/01/2001 ⁽²⁾ 02/01/2011	Common Stock 22
Employee Stock Option(right to buy)	\$ 4.15	01/31/2006		M	35,000	06/11/2003 ⁽³⁾ 12/12/2012	Common Stock 35

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TROY GREGORY T 175 GHENT ROAD FAIRLAWN, OH 44333-3300			Senior VP Human Resources	

Signatures

Kristine C. Syrvalin, Attorney-in-fact for Gregory T.
Troy

02/01/2006

__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) Shares held in the OMNOVA Solutions Retirement Savings Plan as of 1/30/06 per the Plan Administrator's Records
- (2) The option became exercisable in 25% increments on August 1, 2001; February 1, 2002; February 1, 2003 and February 1, 2004.
- (3) The option became exercisable in 25% increments on June 11, 2003; December 12, 2003; December 12, 2004 and December 12, 2005.

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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