

HICKS MICHAEL E
Form 4
July 27, 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 *
HICKS MICHAEL E

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)
07/25/2012

____ Director
 Officer (give title below) Sr VP Chief Financial Officer
____ 10% Owner
____ Other (specify below)

FAIRLAWN, OH 44333-3300

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/25/2012		M ⁽¹⁾		10,000	A	\$ 4.15
							199,956
Common Stock	07/25/2012		S		10,000	D	\$ 7.2967
							189,956
Common Stock	07/26/2012		M ⁽¹⁾		12,230	A	\$ 4.15
							202,186
Common Stock	07/26/2012		S		12,230	D	\$ 7.3092
							189,956
						I	Plan Trust

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Common Stock 31,621.846
(4)

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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 4.15	07/25/2012		M	10,000	06/11/2003 12/12/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 4.15	07/26/2012		M	12,230	06/11/2003 12/12/2012	Common Stock	12,230

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS MICHAEL E 175 GHENT ROAD FAIRLAWN, OH 44333-3300			Sr VP Chief Financial Officer	

Signatures

James C. LeMay, Attorney-in-fact for Michael E. Hicks 07/27/2012

__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).

These shares represent shares acquired upon the exercise of options granted under the OMNOVA Solutions Inc Amended and Restated (1) 1999 Equity and Performance Incentive Plan on December 12, 2002. The options became exercisable in 25% increments on 6/11/03; 12/12/03; 12/12/04 and 12/12/05 and are due to expire later this year on 12/12/12.

(2) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$7.25 to \$7.35, inclusive. The reporting person undertakes to provide OMNOVA Solutions, any shareholders of OMNOVA Solutions or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$7.30 to \$7.39, inclusive. The reporting person undertakes to provide OMNOVA Solutions, any shareholders of OMNOVA Solutions or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) Shares held in the OMNOVA Solutions Retirement Savings Plan as of 7/25/2012 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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