

HICKS MICHAEL E  
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 \*  
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)  
01/23/2013

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

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 or Price (A) or (D)		
Common Stock	01/23/2013		A		3,479 (1)	A	\$ 0 193,435 D
Common Stock	01/23/2013		F		1,328 (2)	D	\$ 7.8 192,107 D
Common Stock	01/23/2013		A		15,800 (3)	A	\$ 0 207,907 D
Common Stock							31,665.887 (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 Owned Following Transaction (Instr. 6)
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## 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

Kristine C. Syrvalin, Attorney-in-fact for Michael E. Hicks  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person  
 01/25/2013  
 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 tax withholding obligation upon awarding 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.

## Edgar Filing: HICKS MICHAEL E - Form 4

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