

MCMULLEN KEVIN M
 Form 4
 January 25, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 MCMULLEN KEVIN M

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)
 Chairman of Board & CEO & Pres

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		
Common Stock	01/23/2013		A		17,977 (1)	A	\$ 0 790,301 D
Common Stock	01/23/2013		F		6,197 (2)	D	\$ 7.8 784,104 D
Common Stock	01/23/2013		A		103,700 (3)	A	\$ 0 887,804 D
Common Stock					17,216.06 (4)	I	Plan Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMULLEN KEVIN M 175 GHENT ROAD FAIRLAWN, OH 44333-3300	X		Chairman of Board & CEO & Pres	

Signatures

Kristine C. Syrvalain, Attorney-in-fact for Kevin M. McMullen
 **Signature of Reporting Person
 Date: 01/25/2013

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.

Edgar Filing: MCMULLEN KEVIN M - Form 4

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.