OMNOVA SOLUTIONS INC

Form 4

December 23, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

(Ctota)

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Austin Jay T Issuer Symbol OMNOVA SOLUTIONS INC (Check all applicable) [OMN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) 175 GHENT ROAD 12/20/2013 VP Global Sourcing & Logistics (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FAIRLAWN, OH 44333 Person

(City)	(State)	Table Table	e I - Non-D	Perivative Securities A	equired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	1 5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A) or	Transaction(s)		
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common	10/00/0010		- (1)	\$	54.220	F	
Stock	12/20/2013		F <u>(1)</u>	2,117 D 8.76	54,329	D	
Common Stock					2,640.071 (2)	I	Plan Trust

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	e Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Austin Jay T 175 GHENT ROAD FAIRLAWN, OH 44333

VP Global Sourcing & Logistics

Signatures

Kristine C. Syrvalin, Attorney-in-fact for Jay T. 12/23/2013 Austin

> **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).
- Represents shares of restricted stock withheld to satisfy the executive's tax withholding obligation upon vesting of restricted stock. The deemed disposition of the withheld shares is exempt pursuant to Rule 16b-3(e).
- (2) Shares held in the OMNOVA Solutions Retirement Savings Plan as of 12/20/2013 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. 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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