#### **OMNOVA SOLUTIONS INC**

Form 4 January 20, 2015

## FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(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) 25435 HAR	(Last) (First) (Middle) 3. Date o (Month/I 35 HARVARD ROAD 01/18/2					ansaction			_X Director 10% Owner Officer (give title Other (specify below) below)  Chairman of Board & CEO & Pres			
				f Amendment, Date Original ed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BEACHWO	OD, OH 44122	2							Person	More than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Noi	n-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	01/18/2015			F(1)		57,861	D	7.47 (2)	872,263	D		
Common Stock									17,216.06 (3)	I	Plan Trus	

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)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(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	T:41-	or Namel		
						Exercisable	Exercisable Date	ritie	Title Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address			Kelationship	
	D: .	1000	O.CC.	

Other 10% Owner

Relationshins

MCMULLEN KEVIN M 25435 HARVARD ROAD BEACHWOOD, OH 44122

X

Chairman of Board & CEO & Pres

### **Signatures**

James C. LeMay, Attorney-in-fact for Kevin M. McMullen

01/20/2015

\*\*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, in accordance with the terms of the Restricted Stock Agreement dated January 18, 2012, to (1) 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) Represents closing price on January 16, 2015 the last trading day prior to vesting of the restricted shares on January 18, 2015
- (3) Shares held in the OMNOVA Solutions Retirement Savings Plan as of 01/16/2015 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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