OMNOVA SOLUTIONS INC

Form 4 May 23, 2016

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

OMNOVA SOLUTIONS INC

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

[OMN]

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROTHWELL ALLAN R

(First) (Middle)

25435 HARVARD ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

05/20/2016

3.

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

below)

X_ Director

Officer (give title

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Person

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

2. Transaction Date 2A. Deemed 1.Title of Security

BEACHWOOD, OH 44122

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Code Security or Exercise any

5. Number of TransactionDerivative Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	(2)	05/20/2016		A		4,524.887		(2)	(2)	Common Stock	4,524.88

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other			
ROTHWELL ALLAN R 25435 HARVARD ROAD BEACHWOOD, OH 44122	X						

Signatures

Frank P. Esposito Jr., Attorney-in-fact for Allan R. Rothwell

05/23/2016

**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).
 - The Phantom shares were acquired under the OMNOVA Solutions Stock Fund of the OMNOVA Solutions Inc. Deferred Compensation Plan for Nonemployee Directors (the "Plan"). Under the terms of the Plan, each nonemployee director may elect, prior to the calendar year in which fees are earned, to defer all or a portion of his or her annual retainer, chairman's fees, and presiding director fees into one or more investment entires available under the Plan, including the OMNOVA Solutions Stock Fund. Phontom shares are gradited to a
- more investment options available under the Plan, including the OMNOVA Solutions Stock Fund. Phantom shares are credited to a director's account based on the number of OMNOVA common shares that could have been purchased with the amount deferred at the closing price per share on the New York Stock Exchange on the date that the director's fees would otherwise have been payable to him.
- (2) Phantom shares are payable in cash in a lump sum or in up to ten annual installments (as elected by the director), except under certain circumstances where the Plan provides for earlier distribution of his or her account balance.

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.

Reporting Owners 2