

SHERWIN WILLIAMS CO

Form 4

January 31, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mistysyn Allen J

(Last) (First) (Middle)

101 W. PROSPECT AVENUE

(Street)

CLEVELAND, OH 44115

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SHERWIN WILLIAMS CO [SHW]

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

01/27/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP - Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | 38 | A | \$ 127.985 | 703 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | 500 | A | \$ 154.4325 | 1,203 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | 367 | A | \$ 180.46 | 1,570 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | 221 | A | \$ 227.73 | 1,791 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | 204 | A | \$ 239.55 | 1,995 | I | By spouse |

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| | | | | | | | | |
|--------------|------------|---|-----|---|--------------------------|-------------------------|---|------------|
| Common Stock | 01/27/2017 | S | 425 | D | \$ 304.76 ⁽²⁾ | 1,570 | I | By spouse |
| Common Stock | 01/27/2017 | S | 405 | D | \$ 306.8 | 1,165 ⁽³⁾ | I | By spouse |
| Common Stock | | | | | | 9,861 ⁽⁴⁾ | D | |
| Common Stock | | | | | | 91.38 ⁽⁵⁾ | I | Stock Plan |
| Common Stock | | | | | | 3,631.17 ⁽⁶⁾ | I | Stock Plan |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 127.985 | 01/27/2017 | | M | 13 | 07/17/2013 07/16/2022 | Common Stock | 13 |
| Employee Stock Option (Right to Buy) | \$ 127.985 | 01/27/2017 | | M | 12 | 07/17/2014 07/16/2022 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 127.985 | 01/27/2017 | | M | 13 | 07/17/2015 07/16/2022 | Common Stock | 13 |

Buy)

Employee

Stock

Option

(Right to

Buy)

\$
154.4325

01/27/2017

M

339

10/17/2013

10/16/2022

Common
Stock

339

Employee

Stock

Option

(Right to

Buy)

\$
154.4325

01/27/2017

M

161

10/17/2014

10/16/2022

Common
Stock

161

Employee

Stock

Option

(Right to

Buy)

\$ 180.46

01/27/2017

M

184

10/16/2014

10/15/2023

Common
Stock

184

Employee

Stock

Option

(Right to

Buy)

\$ 180.46

01/27/2017

M

183

10/16/2015

10/15/2023

Common
Stock

183

Employee

Stock

Option

(Right to

Buy)

\$ 227.73

01/27/2017

M

204

10/22/2015

10/21/2024

Common
Stock

204

Employee

Stock

Option

(Right to

Buy)

\$ 227.73

01/27/2017

M

17

10/22/2016

10/21/2024

Common
Stock

17

Employee

Stock

Option

(Right to

Buy)

\$ 239.55

01/27/2017

M

204

10/16/2016

10/15/2025

Common
Stock

204

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mistysyn Allen J 101 W. PROSPECT AVENUE CLEVELAND, OH 44115 | | | SVP - Finance & CFO | |

Signatures

Catherine M. Kilbane,
Attorney-in-fact

01/31/2017

__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).
- (1) Employee stock option of the reporting person's spouse granted prior to their marriage in late 2016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$304.66 to \$304.87 inclusive. The reporting person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (2) Of shares listed, 570 are restricted stock and 95 are restricted stock units, which were acquired by the reporting person's spouse prior to their marriage in late 2016. The reporting person disclaims beneficial ownership of the shares held by his spouse.
- (3) Of shares listed, 1,750 are restricted stock and 1,050 are restricted stock units.
- (4) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement.
- Represents the number of shares of common stock attributable to the reporting person's spouse's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.
- (5) Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.

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.