

SHERWIN WILLIAMS CO
Form 4
April 29, 2010

FORM 4

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

OMB APPROVAL

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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 *
Heath George E

(Last) (First) (Middle)

101 WEST 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)

04/28/2010

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 below) _____ Other (specify below)

President, Global Finishes Grp

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 or Price		
Common Stock	04/28/2010		M		4,000 A \$ 43.595	30,413 ⁽¹⁾	D
Common Stock	04/28/2010		M		10,000 A \$ 47.055	40,413 ⁽¹⁾	D
Common Stock	04/28/2010		S		14,000 D \$ 79.14	26,413 ⁽¹⁾	D
Common Stock						1,448.54 ⁽²⁾	I Stock Plan

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 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 43.595	04/28/2010		M	2,000	10/21/2007	10/20/2015	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 43.595	04/28/2010		M	2,000	10/21/2008	10/20/2015	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 47.055	04/28/2010		M	3,334	02/22/2007	02/21/2016	Common Stock	3,334
Employee Stock Option (Right to Buy)	\$ 47.055	04/28/2010		M	3,333	02/22/2008	02/21/2016	Common Stock	3,333
Employee Stock Option (Right to Buy)	\$ 47.055	04/28/2010		M	3,333	02/22/2009	02/21/2016	Common Stock	3,333

