#### SHERWIN WILLIAMS CO

Form 4 April 29, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

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

**SECURITIES** Form 5 obligations may continue.

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 Addro Heath George F	•	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
101 WEST PRO	OSPECT A	AVENUE	(Month/Day/Year) 04/28/2010	Director 10% OwnerX Officer (give title Other (specify below) President, Global Finishes Grp			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CLEVELAND,	, OH 4411	5	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

#### (City) (State) (Zip)

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
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 <u>(1)</u>	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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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transacti Code (Instr. 8)	5. Number iom 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.595	04/28/2010		М		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

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Heath George E

101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

President, Global Finishes Grp

## **Signatures**

Louis E. Stellato, Attorney-in-fact

04/29/2010

\*\*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) Of shares listed, 21,250 are restricted.

Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 3/31/10 statement. Shares of common stock are not directly allocated to the Plan participants, but are instead held in a unitized fund consisting primarily of common stock and a small percentage of short-term investments. Participants acquire units of this fund.

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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