

Mistysyn Allen J
Form 4
February 19, 2019

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 *
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)

02/14/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP - Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

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	02/14/2019		M		613 A \$ 180.46	D	
Common Stock	02/14/2019		M		2,261 A \$ 227.73	D	
Common Stock	02/14/2019		S		2,874 D \$ 433.9 (1) 9,986	D	
Common Stock	02/15/2019		M		417 A \$ 239.55	D	
Common Stock	02/15/2019		F		228 D \$ 436.73	D	

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Common Stock	02/15/2019	A ⁽²⁾	1,403	A	\$ 0	11,578	D	
Common Stock	02/15/2019	F ⁽³⁾	516	D	\$ 436.95	11,062	D	
Common Stock						187.58 ⁽⁴⁾	I	Stock Plan
Common Stock						1,332 ⁽⁵⁾	I	By Spouse
Common Stock						3,744.51 ⁽⁶⁾	I	Stock Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	\$ 180.46	02/14/2019		M	613	10/16/2016 10/15/2023	Common Stock	613
Employee Stock Option (Right to Buy)	\$ 227.73	02/14/2019		M	900	10/22/2015 10/21/2024	Common Stock	900
Employee Stock Option (Right to Buy)	\$ 227.73	02/14/2019		M	900	10/22/2016 10/21/2024	Common Stock	900

Buy)										
Employee Stock Option (Right to Buy)	\$ 227.73	02/14/2019	M	461	10/22/2017	10/21/2024	Common Stock	461		
Employee Stock Option (Right to Buy)	\$ 239.55	02/15/2019	M	417	10/16/2018	10/15/2025	Common Stock	417		

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

Stephen J. Perisutti,
Attorney-in-fact

02/19/2019

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$433.86 to \$433.97 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) Represents the vesting of performance-based restricted stock units previously granted to the reporting person under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan for the 2016-2018 performance period.
 - (3) Shares automatically and mandatorily withheld to satisfy the tax withholding requirement upon the vesting of performance-based 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 12/31/2018 statement.
 - (5) The reporting person disclaims beneficial ownership of the shares held by his spouse.
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 12/31/2018 statement.
 - (6) 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.