

SHERWIN WILLIAMS CO
Form 4
November 05, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BREEN JOHN G

(Last) (First) (Middle)
101 PROSPECT AVENUE, N.W.
(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)
11/03/2004

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)

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	11/03/2004		M		13,700	A	\$ 25.0625
					293,903	(1)	D
Common Stock	11/03/2004		M		667	A	\$ 24.305
					294,570	(1)	D
Common Stock	11/03/2004		M		2,333	A	\$ 25.425
					296,903	(1)	D
Common Stock	11/03/2004		M		1,167	A	\$ 31.2
					298,070	(1)	D

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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
Stock Option (Right to Buy)	\$ 25.0625	11/03/2004		M	3,990	02/03/2002 02/02/2009	Common Stock	3,990
Stock Option (Right to Buy)	\$ 25.0625	11/03/2004		M	9,710	02/03/2002 02/02/2009	Common Stock	9,710
Stock Option (Right to Buy)	\$ 24.305	11/03/2004		M	667	10/17/2004 10/16/2011	Common Stock	667
Stock Option (Right to Buy)	\$ 25.425	11/03/2004		M	1,166	10/18/2003 10/17/2012	Common Stock	1,166
Stock Option (Right to Buy)	\$ 25.425	11/03/2004		M	1,167	10/18/2004 10/17/2012	Common Stock	1,167
Stock Option (Right to Buy)	\$ 31.2	11/03/2004		M	1,167	10/24/2004 10/23/2013	Common Stock	1,167

Reporting Owners

Reporting Owner Name / Address

Relationships

Edgar Filing: SHERWIN WILLIAMS CO - Form 4

Director 10% Owner Officer Other

BREEN JOHN G
101 PROSPECT AVENUE, N.W. X
CLEVELAND, OH 44115

Signatures

Louis E. Stellato,
Attorney-in-fact 11/05/2004

__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, 1,500 are restricted.

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.