

SHERWIN WILLIAMS CO
Form 4
December 09, 2004

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 *
MORIKIS 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)
12/08/2004

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)
President, Paint Stores Group

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	(D)	Price	
Common Stock	12/08/2004		M		4,710	A	\$ 27.75	76,668 ⁽¹⁾ D
Common Stock	12/08/2004		M		5,011	A	\$ 29.0313	81,679 ⁽¹⁾ D
Common Stock	12/08/2004		M		829	A	\$ 33.0625	82,508 ⁽¹⁾ D
Common Stock	12/08/2004		M		46,114	A	\$ 24.305	128,622 ⁽¹⁾ D
Common Stock								12,500.31 ⁽²⁾ I
								Stock Plan

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M		1,376		01/29/1998	01/28/2007	Common Stock	1,376
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M		1,666		01/29/1999	01/28/2007	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M		1,668		01/29/2000	01/28/2007	Common Stock	1,668
Employee Stock Option (Right to Buy)	\$ 29.0313	12/08/2004		M		661		02/04/1999	02/03/2008	Common Stock	661
Employee Stock Option (Right to Buy)	\$ 29.0313	12/08/2004		M		1,850		02/04/2000	02/03/2008	Common Stock	1,850
Employee Stock Option	\$ 29.0313	12/08/2004		M		2,500		02/04/2001	02/03/2008	Common Stock	2,500

(Right to Buy)

Employee Stock

Option	\$ 33.0625	12/08/2004	M	829	07/22/2001	07/21/2008	Common Stock	829
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Employee Stock

Option	\$ 24.305	12/08/2004	M	20,000	10/17/2002	10/16/2011	Common Stock	20,000
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Employee Stock

Option	\$ 24.305	12/08/2004	M	20,000	10/17/2003	10/16/2011	Common Stock	20,000
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Employee Stock

Option	\$ 24.305	12/08/2004	M	6,114	10/17/2004	10/16/2011	Common Stock	6,114
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORIKIS JOHN G 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			President, Paint Stores Group	

Signatures

Louis E. Stellato, 12/09/2004
Attorney-in-fact

__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, 60,000 are restricted.

(2) 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 9/30/04 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.