

SHERWIN WILLIAMS CO

Form 8-K

July 16, 2009

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 15, 2009**

**The Sherwin-Williams Company**

(Exact Name of Registrant as Specified in Charter)

**Ohio**  
(State or Other Jurisdiction  
of Incorporation)

**1-04851**  
(Commission  
File Number)

**34-0526850**  
(IRS Employer  
Identification No.)

**101 West Prospect Avenue**  
**Cleveland, Ohio**  
(Address of Principal  
Executive Offices)

**44115**  
(Zip Code)

**(216) 566-2000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 15, 2009, the Board of Directors of The Sherwin-Williams Company increased the size of the Board from nine to ten members and elected John M. Stropki to fill the resulting vacancy. Mr. Stropki, 58, is Chairman, President and Chief Executive Officer of Lincoln Electric Holdings, Inc. In addition, Mr. Stropki was appointed to the Compensation and Management Development Committee of the Board. A copy of the press release of Sherwin-Williams announcing Mr. Stropki's election is attached as Exhibit 99 and is incorporated herein by reference.

The Board has determined that Mr. Stropki is independent under the New York Stock Exchange listing standards and Sherwin-Williams' Director Independence Standards. There is no arrangement or understanding between Mr. Stropki and any other persons pursuant to which Mr. Stropki was selected as a director, and there are no related party transactions involving Mr. Stropki that are reportable under Item 404(a) of Regulation S-K.

Mr. Stropki received a grant of 1,483 shares of restricted stock under The Sherwin-Williams Company 2006 Stock Plan for Nonemployee Directors. The shares of restricted stock will vest in annual increments of one-third of the shares granted over a period of three years. Mr. Stropki will receive additional compensation pursuant to Sherwin-Williams' director compensation program for nonemployee directors, which is described on pages 11 and 12 of Sherwin-Williams' Proxy Statement for its Annual Meeting held on April 15, 2009.

Sherwin-Williams entered into an Indemnity Agreement with Mr. Stropki in the same form that Sherwin-Williams has entered into with its other directors and officers. The Form of the Indemnity Agreement was filed as Exhibit 10(a) to Sherwin-Williams' Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and is incorporated herein by reference. The Indemnity Agreement supplements the indemnification coverage afforded by Sherwin-Williams' Regulations and Ohio law.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this report:

| Exhibit No. | Exhibit Description   |
|-------------|---|
| 10          | Form of Director, Executive Officer and Corporate Officer Indemnity Agreement filed as Exhibit 10(a) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, and incorporated herein by reference. |
| 99          | Press Release of the Company, dated July 16, 2009.  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE SHERWIN-WILLIAMS COMPANY**

July 16, 2009

By: /s/ L.E. Stellato  
L.E. Stellato  
Senior Vice President, General Counsel  
and Secretary

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