

SHERWIN WILLIAMS CO
Form 4
July 27, 2006

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 *
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)

07/25/2006

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/25/2006		M		290 A \$ 27.75	98,614 ⁽¹⁾	D
Common Stock	07/25/2006		M		56,067 A \$ 25.425	154,681 ⁽¹⁾	D
Common Stock	07/25/2006		S		400 D \$ 49.49	154,281 ⁽¹⁾	D
Common Stock	07/25/2006		S		800 D \$ 49.48	153,481 ⁽¹⁾	D
Common Stock	07/25/2006		S		900 D \$ 49.47	152,581 ⁽¹⁾	D

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Common Stock	07/25/2006	S	1,000	D	\$ 49.46	151,581 <u>(1)</u>	D
Common Stock	07/25/2006	S	200	D	\$ 49.45	151,381 <u>(1)</u>	D
Common Stock	07/25/2006	S	6,300	D	\$ 49.43	145,081 <u>(1)</u>	D
Common Stock	07/25/2006	S	2,000	D	\$ 49.42	143,081 <u>(1)</u>	D
Common Stock	07/25/2006	S	4,700	D	\$ 49.41	138,381 <u>(1)</u>	D
Common Stock	07/25/2006	S	3,400	D	\$ 49.4	134,981 <u>(1)</u>	D
Common Stock	07/25/2006	S	2,300	D	\$ 49.39	132,681 <u>(1)</u>	D
Common Stock	07/25/2006	S	500	D	\$ 49.38	132,181 <u>(1)</u>	D
Common Stock	07/25/2006	S	700	D	\$ 49.37	131,481 <u>(1)</u>	D
Common Stock	07/25/2006	S	800	D	\$ 49.36	130,681 <u>(1)</u>	D
Common Stock	07/25/2006	S	300	D	\$ 49.35	130,381 <u>(1)</u>	D
Common Stock	07/25/2006	S	200	D	\$ 49.34	130,181 <u>(1)</u>	D
Common Stock	07/25/2006	S	700	D	\$ 49.33	129,481 <u>(1)</u>	D
Common Stock	07/25/2006	S	900	D	\$ 49.32	128,581 <u>(1)</u>	D
Common Stock	07/25/2006	S	1,500	D	\$ 49.31	127,081 <u>(1)</u>	D
Common Stock	07/25/2006	S	557	D	\$ 49.3	126,524 <u>(1)</u>	D
Common Stock	07/25/2006	S	300	D	\$ 49.29	126,224 <u>(1)</u>	D
Common Stock	07/25/2006	S	2,900	D	\$ 49.28	123,324 <u>(1)</u>	D
Common Stock	07/25/2006	S	400	D	\$ 49.27	122,924 <u>(1)</u>	D
Common Stock	07/25/2006	S	200	D	\$ 49.26	122,724 <u>(1)</u>	D
	07/25/2006	S	300	D	\$ 49.25	122,424 <u>(1)</u>	D

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Common Stock								
Common Stock	07/25/2006		S	200	D	\$ 49.24	122,224 ⁽¹⁾	D
Common Stock	07/25/2006		S	1,000	D	\$ 49.23	121,224 ⁽¹⁾	D
Common Stock	07/25/2006		S	700	D	\$ 49.22	120,524 ⁽¹⁾	D
Common Stock	07/25/2006		S	900	D	\$ 49.21	119,624 ⁽¹⁾	D

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

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SEC 1474
(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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	07/25/2006		M	290	01/29/1998	01/28/2007	Common Stock	290
Employee Stock Option (Right to Buy)	\$ 25.425	07/25/2006		M	20,000	10/18/2003	10/17/2012	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 25.425	07/25/2006		M	20,000	10/18/2004	10/17/2012	Common Stock	20,000
	\$ 25.425	07/25/2006		M	16,067	10/18/2005	10/17/2012		16,067

Employee
 Stock
 Option
 (Right to
 Buy)

Common
 Stock

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,
 Attorney-in-fact

07/27/2006

**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, 72,200 are restricted.

Remarks:

This is the first of two Forms 4 filed by the Reporting Person on the same date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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