

SHERWIN WILLIAMS CO
Form 4
February 01, 2007

FORM 4

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

OMB APPROVAL

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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 *
HENNESSY SEAN P

(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)
01/30/2007

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)
Sr. VP-Finance and 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/30/2007		M		56,067	A	\$ 25.425
Common Stock	01/30/2007		S		5,700	D	\$ 67.5
Common Stock	01/30/2007		S		1,500	D	\$ 67.55
Common Stock	01/30/2007		S		200	D	\$ 67.56
Common Stock	01/30/2007		S		1,000	D	\$ 67.57

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Common Stock	01/30/2007	S	600	D	\$ 67.58	138,817 ⁽¹⁾	D	
Common Stock	01/30/2007	S	900	D	\$ 67.6	137,917 ⁽¹⁾	D	
Common Stock	01/30/2007	S	200	D	\$ 67.61	137,717 ⁽¹⁾	D	
Common Stock	01/30/2007	S	26,600	D	\$ 67.62	111,117 ⁽¹⁾	D	
Common Stock	01/30/2007	S	5,000	D	\$ 67.63	106,117 ⁽¹⁾	D	
Common Stock	01/30/2007	S	2,100	D	\$ 67.64	104,017 ⁽¹⁾	D	
Common Stock	01/30/2007	S	5,000	D	\$ 67.65	99,017 ⁽¹⁾	D	
Common Stock	01/30/2007	S	1,200	D	\$ 67.66	97,817 ⁽¹⁾	D	
Common Stock	01/30/2007	S	1,500	D	\$ 67.67	96,317 ⁽¹⁾	D	
Common Stock	01/30/2007	S	900	D	\$ 67.68	95,417 ⁽¹⁾	D	
Common Stock	01/30/2007	S	3,667	D	\$ 67.69	91,750 ⁽¹⁾	D	
Common Stock						15,137.733 ⁽²⁾	I	Stock Plan

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Employee

Stock

Option (Right to Buy)	\$ 25.425	01/30/2007	M	20,000	10/18/2003	10/17/2012	Common Stock	20,000
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Employee

Stock

Option (Right to Buy)	\$ 25.425	01/30/2007	M	20,000	10/18/2004	10/17/2012	Common Stock	20,000
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Employee

Stock

Option (Right to Buy)	\$ 25.425	01/30/2007	M	16,067	10/18/2005	10/17/2012	Common Stock	16,067
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY SEAN P 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			Sr. VP-Finance and CFO	

Signatures

Louis E. Stellato, Attorney-in-fact	02/01/2007
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**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, 78,750 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 12/31/06 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.

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