

SHERWIN WILLIAMS CO
Form 4
May 15, 2006

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 *
HOPKINS THOMAS E

(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)

05/12/2006

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)

Sr. VP-Human Resources

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	05/12/2006		M		290	A	\$ 27.75
					60,474	(1)	D
Common Stock	05/12/2006		M		16,742	A	\$ 32.2813
					77,216	(1)	D
Common Stock	05/12/2006		M		5,886	A	\$ 24.305
					83,102	(1)	D
Common Stock	05/12/2006		M		2,600	A	\$ 25.425
					85,702	(1)	D
Common Stock	05/12/2006		F		1,327	D	\$ 49.8
					84,375	(1)	D

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Common Stock	05/12/2006	S	718	D	\$ 50.13	83,657 ⁽¹⁾	D	
Common Stock	05/12/2006	S	22,200	D	\$ 50.11	61,457 ⁽¹⁾	D	
Common Stock						26,099.941 ⁽²⁾	I	Stock Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	05/12/2006		M	290	01/29/1998	01/28/2007	Common Stock	290
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	6,333	07/16/1998	07/15/2007	Common Stock	6,333
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	5,738	07/16/1999	07/15/2007	Common Stock	5,738
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	4,671	07/16/2000	07/15/2007	Common Stock	4,671

Buy)

Employee
Stock

Option (Right to Buy)	\$ 24.305	05/12/2006	M	5,886	10/17/2004	10/16/2011	Common Stock	5,886
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Employee
Stock

Option (Right to Buy)	\$ 25.425	05/12/2006	M	2,600	10/18/2005	10/17/2012	Common Stock	2,600
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOPKINS THOMAS E 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			Sr. VP-Human Resources	

Signatures

Louis E. Stellato, Attorney-in-fact	05/15/2006
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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, 36,250 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 3/31/06 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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