#### SHERWIN WILLIAMS CO

Form 4 July 06, 2011

### FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

3235-0287

0.5

Form 4 or Form 5 obligations

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

**SECURITIES** 

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Ad MCCULLOU	*	_	2. Issuer Name and Ticker or Trading Symbol SHEDWIN WILLIAMS CO. [SHW]	5. Relationship of Reporting Person(s) to Issuer			
			SHERWIN WILLIAMS CO [SHW]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
231 N. MARTINGALE ROAD			07/01/2011	Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SCHAUMBURG, IL 60173				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner			

(City)	(State)	Zip) Tabl	e I - Non-D	<b>Derivative</b>	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock Common Stock	07/01/2011		Code V A(1)	Amount 314	or (D)	Price \$ 84.38	(Instr. 3 and 4) 15,452 (2) 11,845 (3) (4)	I D	Deferred Plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: SHERWIN WILLIAMS CO - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
						_		01			
							Expiration Date		lumber		
								of			
				Code V	(A) (D)			SI	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MCCULLOUGH GARY E X 231 N. MARTINGALE ROAD SCHAUMBURG, IL 60173

# **Signatures**

Louis E. Stellato, 07/06/2011 Attorney-in-fact

\*\*Signature of Reporting Person

### **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).
- Shares were acquired in an exempt transaction in connection with the Director Deferred Fee Plan; Reporting Person has the right to direct **(1)** the vote for such shares.
- Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment **(2)** feature of such Plan.
- (3) Of shares listed, 2,802 are restricted.
- (4) Includes shares acquired through dividend reinvestment.

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.

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