#### SHERWIN WILLIAMS CO

Form 4

September 04, 2012

# FORM 4

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

OMB Number:

Expires:

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2005

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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**OMB APPROVAL** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Connor Christopher M		orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
101 WEST PROSPECT AVENUE		AVENUE	08/30/2012	X Officer (give title Other (specify below)		
				Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CLEVELANI	O, OH 441	15		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				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)	
Common Stock	08/30/2012		Code V M	Amount 172,707	(D)	Price \$ 43.595	725,358.07	D		
Common Stock	08/30/2012		M	138,318	A	\$ 59.435	863,676.07	D		
Common Stock	08/30/2012		S	246,838	D	\$ 142.43 (1)	616,838.07	D		
Common Stock	08/30/2012		S	60,186	D	\$ 143.24 (2)	556,652.07	D		
	08/30/2012		S	4,001	D			D		

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Common Stock	\$ 144.21 (3)	552,651.07 (4)	
Common Stock		48,016.67 (5) I	Stock Plan
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or ind	irectly.	
	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.		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)	Code	5. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.595	08/30/2012		M		58,333	10/21/2006	10/20/2015	Common Stock	58,333
Employee Stock Option (Right to Buy)	\$ 43.595	08/30/2012		M		58,333	10/21/2007	10/20/2015	Common Stock	58,333
Employee Stock Option (Right to Buy)	\$ 43.595	08/30/2012		M		56,041	10/21/2008	10/20/2015	Common Stock	56,041
Employee Stock Option (Right to Buy)	\$ 59.435	08/30/2012		M		46,667	10/18/2007	10/17/2016	Common Stock	46,667
Employee Stock	\$ 59.435	08/30/2012		M		46,666	10/18/2008	10/17/2016	Common Stock	46,666

Option (Right to Buy)

Employee

Stock

Buy)

Option \$ 59,435 08/30/2012 (Right to

M

44.985 10/18/2009 10/17/2016

Common

Stock

44,985

# **Reporting Owners**

Reporting Owner Name / Address

Relationships 10% Owner Officer Other Director

Connor Christopher M

101 WEST PROSPECT AVENUE X Chairman and CEO

CLEVELAND, OH 44115

# **Signatures**

Louis E. Stellato, Attorney-in-fact

09/04/2012

\*\*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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.00 to \$142.99 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of **(1)** The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.00 to \$143.97 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.02 to \$144.36 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- Of shares listed, 153,600 are restricted and 500.07 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 6/30/12 **(4)** statement.
- 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 6/30/12 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. 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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