SHERWIN WILLIAMS CO

Form 4

February 01, 2012

FORM 4

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

OMB 3235-0287 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

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wells Robert J	2. Issuer Name and Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
	(Month/Day/Year)	Director 10% Owner		
101 WEST PROSPECT AVENUE	01/31/2012	_X_ Officer (give title Other (specify below) SrVP-Corp Com & Public Affairs		
(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		
CLEVELAND, OH 44115		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, 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. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	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	01/31/2012		M	3,303	A	\$ 31.2	21,327	D	
Common Stock	01/31/2012		M	2,567	A	\$ 41.725	23,894	D	
Common Stock	01/31/2012		M	1,999	A	\$ 43.595	25,893	D	
Common Stock	01/31/2012		S	7,869	D	\$ 96.71 (1)	18,024 (2)	D	
Common Stock							5,499.85 <u>(3)</u>	I	Stock Plan

Edgar Filing: SHERWIN WILLIAMS CO - Form 4

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.

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D)	orities aired or osed of r. 3, 4,	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)	\$ 31.2	01/31/2012		M		1,303	10/24/2005	10/23/2013	Common Stock	1,303
Employee Stock Option (right to buy)	\$ 31.2	01/31/2012		M		2,000	10/24/2006	10/23/2013	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 41.725	01/31/2012		M		901	10/20/2006	10/19/2014	Common Stock	901
Employee Stock Option (right to buy)	\$ 41.725	01/31/2012		M		1,666	10/20/2007	10/19/2014	Common Stock	1,666
Employee Stock Option (right to buy)	\$ 43.595	01/31/2012		M		699	10/21/2007	10/20/2015	Common Stock	699
Employee Stock	\$ 43.595	01/31/2012		M		1,300	10/21/2008	10/20/2015	Common Stock	1,300

Option (right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wells Robert J 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

SrVP-Corp Com & Public Affairs

Signatures

Louis E. Stellato, Attorney-in-fact 02/01/2012

**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 \$96.63 to \$96.76 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.
- (2) Of shares listed, 15,800 are restricted.
- 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 12/31/2011 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.

Reporting Owners 3