

SHERWIN WILLIAMS CO
Form 4
November 09, 2006

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 *
STELLATO LOUIS 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)

11/07/2006

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)

VP, General Counsel and Secy

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	(A) or (D)	Price
Common Stock	11/07/2006		M		25,000	A	\$ 25.0625
Common Stock	11/07/2006		S		2,100	D	\$ 59.87
Common Stock	11/07/2006		S		100	D	\$ 59.88
Common Stock	11/07/2006		S		3,400	D	\$ 59.89
Common Stock	11/07/2006		S		3,100	D	\$ 59.9

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Common Stock	11/07/2006		S	500	D	\$ 59.91	<u>52,275.8002</u> (1)	D	
Common Stock	11/07/2006		S	2,700	D	\$ 59.92	<u>49,575.8002</u> (1)	D	
Common Stock	11/07/2006		S	1,600	D	\$ 59.93	<u>47,975.8002</u> (1)	D	
Common Stock	11/07/2006		S	1,000	D	\$ 59.94	<u>46,975.8002</u> (1)	D	
Common Stock	11/07/2006		S	1,700	D	\$ 59.95	<u>45,275.8002</u> (1)	D	
Common Stock	11/07/2006		S	400	D	\$ 59.96	<u>44,875.8002</u> (1)	D	
Common Stock	11/07/2006		S	3,500	D	\$ 59.97	<u>41,375.8002</u> (1)	D	
Common Stock	11/07/2006		S	600	D	\$ 59.98	<u>40,775.8002</u> (1)	D	
Common Stock	11/07/2006		S	900	D	\$ 59.99	<u>39,875.8002</u> (1)	D	
Common Stock	11/07/2006		S	800	D	\$ 60	<u>39,075.8002</u> (1)	D	
Common Stock	11/07/2006		S	1,000	D	\$ 60.01	<u>38,075.8002</u> (1)	D	
Common Stock	11/07/2006		S	1,200	D	\$ 60.02	<u>36,875.8002</u> (1)	D	
Common Stock	11/07/2006		S	200	D	\$ 60.03	<u>36,675.8002</u> (1)	D	
Common Stock	11/07/2006		S	200	D	\$ 60.04	<u>36,475.8002</u> (1)	D	
Common Stock							<u>21,046.035</u> (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Employee Stock Option (Right to Buy)	\$ 25.0625	11/07/2006	M		02/03/2000	02/02/2009	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 25.0625	11/07/2006	M		02/03/2001	02/02/2009	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 25.0625	11/07/2006	M		02/03/2002	02/02/2009	Common Stock	8,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STELLATO LOUIS E 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			VP, General Counsel and Secy	

Signatures

Louis E. Stellato 11/09/2006

__Signature of Date
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).
- (1) Of shares listed, 36,250 are restricted and 225.8002 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 9/30/06 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 9/30/06 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.
- (2)

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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