

SHERWIN WILLIAMS CO  
Form 4  
April 08, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Kadien Thomas G

2. Issuer Name and Ticker or Trading Symbol  
SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6400 POPLAR AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/04/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MEMPHIS, TN 38197  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/04/2014                           |  | A <sup>(1)</sup>               | V Amount (A) or (D) Price<br>62 A \$ 197.87                       | 1,964 <sup>(2)</sup>  | I  | Deferred Plan   |
| Common Stock                    |                                      |  |                                |   | 5,347   | I  | By Living Trust                                       |
| Common Stock                    |                                      |  |                                |   | 1,492 <sup>(3)</sup>  | D  |   |

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

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SEC 1474 (9-02)

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**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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Phantom Stock                              | (4)  | 04/04/2014                           |  | A                              | 61.25<br>(4)  | (4) (4)  | Common Stock  | 61.25 \$ 199  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Kadien Thomas G<br>6400 POPLAR AVENUE<br>MEMPHIS, TN 38197 |               | X         |         |       |

## Signatures

Catherine M. Kilbane,  
Attorney-in-fact

04/08/2014

\_\_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) Shares were acquired in an exempt transaction in connection with the Director Deferred Fee Plan; Reporting Person has the right to direct the vote for such shares.
- (2) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such plan.
- (3) Shares listed are restricted.
- (4) Represents the number of shares of phantom stock acquired by the reporting person (in an exempt transaction) under the Director Deferred Fee Plan. Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable in cash generally upon the reporting person's retirement.
- (5) Includes phantom stock acquired pursuant to the dividend reinvestment feature of the plan.

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