

SHERWIN WILLIAMS CO

Form 4

February 09, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mistysyn Allen J

(Last) (First) (Middle)

101 W. PROSPECT AVENUE

(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)

02/08/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP - Finance & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | 02/08/2017 | | M ⁽¹⁾ | | 815 | A | \$ 154.4325 | 1,980 | I | By spouse |
| Common Stock | 02/08/2017 | | M ⁽¹⁾ | | 591 | A | \$ 180.46 | 2,571 | I | By spouse |
| Common Stock | 02/08/2017 | | M ⁽¹⁾ | | 186 | A | \$ 227.73 | 2,757 | I | By spouse |
| Common Stock | 02/08/2017 | | S | | 186 | D | \$ 302.22 | 2,571 | I | By spouse |
| Common Stock | 02/08/2017 | | S | | 956 | D | \$ 303.74 | 1,615 ⁽²⁾ | I | By spouse |

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| | | | |
|--------------|-------------------------|---|------------|
| Common Stock | 9,861 ⁽³⁾ | D | |
| Common Stock | 91.38 ⁽⁴⁾ | I | Stock Plan |
| Common Stock | 3,631.17 ⁽⁵⁾ | I | Stock Plan |

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)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 154.4325 | 02/08/2017 | | M | 327 | 10/17/2014 10/16/2022 | Common Stock | 327 |
| Employee Stock Option (Right to Buy) | \$ 154.4325 | 02/08/2017 | | M | 488 | 10/17/2015 10/16/2022 | Common Stock | 488 |
| Employee Stock Option (Right to Buy) | \$ 180.46 | 02/08/2017 | | M | 136 | 10/16/2014 10/15/2023 | Common Stock | 136 |
| Employee Stock Option | \$ 180.46 | 02/08/2017 | | M | 136 | 10/16/2015 10/15/2023 | Common Stock | 136 |

(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|--------|-----------|------------|---|-----|------------|------------|-----------------|-----|
| Option | \$ 180.46 | 02/08/2017 | M | 319 | 10/16/2016 | 10/15/2023 | Common Stock | 319 |
|--------|-----------|------------|---|-----|------------|------------|-----------------|-----|

(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|--------|-----------|------------|---|-----|------------|------------|-----------------|-----|
| Option | \$ 227.73 | 02/08/2017 | M | 186 | 10/22/2016 | 10/21/2024 | Common Stock | 186 |
|--------|-----------|------------|---|-----|------------|------------|-----------------|-----|

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mistysyn Allen J 101 W. PROSPECT AVENUE CLEVELAND, OH 44115 | | | SVP - Finance & CFO | |

Signatures

Catherine M. Kilbane,
Attorney-in-fact

02/09/2017

__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) Employee stock option of the reporting person's spouse granted prior to their marriage in late 2016.
- (2) Of shares listed, 570 are restricted stock and 95 are restricted stock units, which were acquired by the reporting person's spouse prior to their marriage in late 2016. The reporting person disclaims beneficial ownership of the shares held by his spouse.
- (3) Of shares listed, 1,750 are restricted stock and 1,050 are restricted stock units.
- (4) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement.
- Represents the number of shares of common stock attributable to the reporting person's spouse's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.
- (5)

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.