## Edgar Filing: SHERWIN WILLIAMS CO - Form 4

SHERWIN WI Form 4 July 06, 2005	LLIAMS CO									
FORM Check this b	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	PPROVAL 3235-0287 January 31,	
-	subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations may continue.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							Estimated burden hou response	2005 average urs per	
(Print or Type Resp 1. Name and Addu		Person *	2 Issue	er Name <b>an</b>	d Ticker (	r Trading	5. Relationship	of Reporting Per	rson(s) to	
1. Name and Address of Reporting Person <u>*</u> KROPF SUSAN J			Symbol			CO [SHW	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS		Middle)	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>07/01/2005</li></ul>				XDirector10% Owner Officer (give titleOther (specify below)below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW YORK,	NY 10105						Person	whole than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	Fransaction Date onth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Dispose (Instr. 3,	(A) or d of (D) 4 and 5) (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)	
				Code V						
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	Pers infor requ	ons who res mation cont ired to resp	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(1)</u>	\$ 17.23	07/01/2005		A		870.58		<u>(1)</u>	<u>(1)</u>	Common Stock	<u>(1)</u>	\$

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
KROPF SUSAN J 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Х			
Signatures				
Louis E. Stellato, Attorney-in-fact	07/05/200	95		
**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).
- Acquisition of phantom stock units (in an exempt transaction) under the Director Deferred Fee Plan to be settled generally upon the
   (1) Reporting Person's retirement. The plan utilizes unit accounting, with phantom stock units consisting primarily of phantom shares of common stock and a small percentage of short-term investments (based upon a beginning per unit price of \$10.00 at April 1, 1997).
- (2) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan.

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.