SHERWIN WILLIAMS CO

Form 4 May 06, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Connor Christopher M

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SHERWIN WILLIAMS CO [SHW]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2008

(Check all applicable)

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

Chairman and CEO

101 PROSPECT AVENUE, N.W.

(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

Person

CLEVELAND, OH 44115

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Securi	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securities Acquired (A) our Disposed of (D) (Instr. 3, 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	Amount	(D)	Price	·		
Common Stock	05/02/2008		M	86,010	A	\$ 20.25	496,139.067 (1)	D	
Common Stock	05/02/2008		M	250,000	A	\$ 24.305	746,139.067 (1)	D	
Common Stock	05/02/2008		M	3,933	A	\$ 25.425	750,072.067 (1)	D	
Common Stock	05/02/2008		S	1,900	D	\$ 56.75	748,172.067 (1)	D	
Common Stock	05/02/2008		S	1,400	D	\$ 56.76	746,772.067 (1)	D	

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Common Stock	05/02/2008	S	2,000	D	\$ 56.77	744,772.067 (1)	D
Common Stock	05/02/2008	S	5,600	D	\$ 56.78	739,172.067 (1)	D
Common Stock	05/02/2008	S	3,400	D	\$ 56.79	735,772.067 (1)	D
Common Stock	05/02/2008	S	3,400	D	\$ 56.8	732,372.067 (1)	D
Common Stock	05/02/2008	S	3,200	D	\$ 56.81	729,172.067 (1)	D
Common Stock	05/02/2008	S	2,400	D	\$ 56.82	726,772.067 (1)	D
Common Stock	05/02/2008	S	2,800	D	\$ 56.83	723,972.067 (1)	D
Common Stock	05/02/2008	S	3,300	D	\$ 56.84	720,672.067 (1)	D
Common Stock	05/02/2008	S	3,000	D	\$ 56.85	717,672.067 (1)	D
Common Stock	05/02/2008	S	4,500	D	\$ 56.86	713,172.067 $\underline{^{(1)}}$	D
Common Stock	05/02/2008	S	7,450	D	\$ 56.87	705,722.067 (1)	D
Common Stock	05/02/2008	S	6,450	D	\$ 56.88	699,272.067 (1)	D
Common Stock	05/02/2008	S	6,400	D	\$ 56.89	692,872.067 (1)	D
Common Stock	05/02/2008	S	5,800	D	\$ 56.9	687,072.067 (1)	D
Common Stock	05/02/2008	S	5,800	D	\$ 56.91	681,272.067 (1)	D
Common Stock	05/02/2008	S	6,400	D	\$ 56.92	674,872.067 (1)	D
Common Stock	05/02/2008	S	5,453	D	\$ 56.93	669,419.067 (1)	D
Common Stock	05/02/2008	S	7,030	D	\$ 56.94	662,389.067 (1)	D
Common Stock	05/02/2008	S	4,200	D	\$ 56.95	658,189.067 (1)	D
Common Stock	05/02/2008	S	1,500	D	\$ 56.96	656,689.067 (1)	D
	05/02/2008	S	2,600	D	\$ 56.97		D

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Common Stock						654,089.067 (1)	
Common Stock	05/02/2008	S	1,400	D	\$ 56.98	652,689.067 (1)	D
Common Stock	05/02/2008	S	2,800	D	\$ 56.99	649,889.067 (1)	D
Common Stock	05/02/2008	S	3,506	D	\$ 57	646,383.067 (1)	D
Common Stock	05/02/2008	S	2,500	D	\$ 57.01	643,883.067 (1)	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)

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. Transactic Code (Instr. 8)	5. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.25	05/02/2008		M		86,010	10/22/2002	10/21/2009	Common Stock	86,010
Employee Stock Option (Right to Buy)	\$ 24.305	05/02/2008		M		83,333	10/17/2002	10/16/2011	Common Stock	83,333
Employee Stock Option (Right to Buy)	\$ 24.305	05/02/2008		M		83,333	10/17/2003	10/16/2011	Common Stock	83,333
	\$ 24.305	05/02/2008		M		83,334	10/17/2004	10/16/2011		83,334

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Employee Common Stock Stock Option

(Right to Buy)

Employee

Stock

Option \$ 25.425 05/02/2008 M 3,933 10/18/2005 10/17/2012 Common Stock Stock 3,933

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Connor Christopher M

101 PROSPECT AVENUE, N.W. X Chairman and CEO

CLEVELAND, OH 44115

Signatures

Louis E. Stellato, Attorney-in-fact 05/06/2008

**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) Of shares listed, 199,125 are restricted and 505.067 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 3/31/08 statement.

Remarks:

This is the first of five Forms 4 filed by the Reporting Person on the same day.

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.

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