SHERWIN WILLIAMS CO

Form 4 July 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCULLOUGH GARY E

2. Issuer Name and Ticker or Trading Symbol

SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Stock

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 07/03/2008

_X__ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

2895 GREENSPOINT PARKWAY

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOFFMAN ESTATES, IL 60169

(State)

							-		-
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquire Transaction(A) or Disposed of			•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(· · · · · · · · · · · · · · · · · · ·	Execution Date, if any	Code				Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/03/2008		A(1)	448	A	\$ 47.6	10,577.09 (2)	Ι	Deferred Plan
Common							7,525.56 (3)	D	

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

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(4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Ni	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCULLOUGH GARY E 2895 GREENSPOINT PARKWAY X

2895 GREENSPOINT PARKWAY HOFFMAN ESTATES, IL 60169

Signatures

Louis E. Stellato, Attorney-in-fact 07/07/2008

**Signature of Reporting Person Da

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) Of shares listed, 2,725 are restricted.
- (4) Includes shares acquired through dividend reinvestment.

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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