SHERWIN WILLIAMS CO

Form 4

February 19, 2009

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCCULLOUGH GARY E Issuer Symbol SHERWIN WILLIAMS CO [SHW] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 2895 GREENSPOINT PARKWAY 02/17/2009 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOFFMAN ESTATES, IL 60169 Person

(City)	(State)	(Z1p)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Tuolo I Tion Dellimit o Securities (10 poseu 61, 61 p							01, 01 2011011011			
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
	Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or Disposed of (D)			Securities	Form: Direct	Indirect
	(Instr. 3)	•	any	Code				Beneficially	(D) or	Beneficial
			(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5		5)	Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)
						(4)		Reported		
					(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
	Common					(-)				
	Stock	02/17/2009		A(1)	1,483	A	\$0	9,018 (2) (3)	D	
	Common							11,446.09 (4)	I	Deferred

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Plan

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		nte Year)	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

MCCULLOUGH GARY E 2895 GREENSPOINT PARKWAY HOFFMAN ESTATES, IL 60169

Signatures

Louis E. Stellato, Attorney-in-fact 02/19/2009

**Signature of Reporting Person Dat

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) Grant of restricted shares of common stock under The Sherwin-Williams Company 2006 Stock Plan for Nonemployee Directors.
- (2) Of shares listed, 4,208 are restricted.
- (3) Includes shares acquired through dividend reinvestment.
- (4) Shares listed are owned pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such 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.

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