#### SHERWIN WILLIAMS CO

Form 4

August 12, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Heath George E			2. Issuer Name <b>and</b> Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
101 WEST PROSPECT AVENUE		AVENUE	(Month/Day/Year) 08/10/2009	Director 10% OwnerX Officer (give title Other (specify below) President, Global Finishes Grp		
	(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		
CLEVELAND, OH 44115				Form filed by More than One Reporting Person		

CLEVELAND, OR 4411	3	Person							
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities Acqui	red, Disposed of, or Beneficially Owned						
Security (Month/Day/Y (Instr. 3)	Date 2A. Deemed ear) Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4)  Transaction(s) (Instr. 4)  (Instr. 3 and 4)						
Stock 08/10/2009		M 7,257 A \$41.325	30,208 (1) D						

		Code V	Amount	(D)	Price	(mstr. 5 tild 1)		
Common Stock	08/10/2009	M	7,257	A	\$ 41.325	30,208 (1)	D	
Common Stock	08/10/2009	M	5,000	A	\$ 41.725	35,208 <u>(1)</u>	D	
Common Stock	08/10/2009	S	12,257	D	\$ 61.12 (2)	22,951 (1)	D	
Common Stock						1,275.27 (3)	I	Stock Plan

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

### Edgar Filing: SHERWIN WILLIAMS CO - Form 4

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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.325	08/10/2009		M		2,419	07/21/2005	07/20/2014	Common Stock	2,419
Employee Stock Option (Right to Buy)	\$ 41.325	08/10/2009		M		2,419	07/21/2006	07/20/2014	Common Stock	2,419
Employee Stock Option (Right to Buy)	\$ 41.325	08/10/2009		M		2,419	07/21/2007	07/20/2014	Common Stock	2,419
Employee Stock Option (Right to Buy)	\$ 41.725	08/10/2009		M		1,667	10/20/2005	10/19/2014	Common Stock	1,667
Employee Stock Option (Right to Buy)	\$ 41.725	08/10/2009		M		1,666	10/20/2006	10/19/2014	Common Stock	1,666
Employee Stock Option	\$ 41.725	08/10/2009		M		1,667	10/20/2007	10/19/2014	Common Stock	1,667

(Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Heath George E 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

President, Global Finishes Grp

## **Signatures**

Louis E. Stellato, Attorney-in-fact

08/12/2009

\*\*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, 21,250 are restricted.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.99 to \$61.21 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.
- Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 6/30/09 statement. Shares of common stock are not directly allocated to the Plan participants, but are instead held in a unitized fund consisting primarily of common stock and a small percentage of short-term investments. Participants acquire units of this fund.

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.

Reporting Owners 3