SHERWIN WILLIAMS CO

Form 4 April 29, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

obligations

may continue.

See Instruction

Check this box

SECURITIES 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 * Wells Robert J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SHERWIN WILLIAMS CO [SHW]

(Check all applicable)

(Last)

(City)

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

04/28/2010

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

6. Individual or Joint/Group Filing(Check

SrVP-Corp Com & Public Affairs

below)

101 WEST PROSPECT AVENUE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

Code

(Instr. 8)

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

(Instr. 4)

Person

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

Owned

CLEVELAND, OH 44115

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

Disposed of (D)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

any

Execution Date, if

(Month/Day/Year)

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)

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number 4. Transaction of Derivative Expiration Date Code Securities

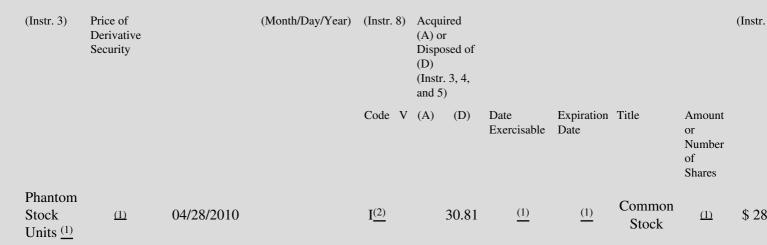
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva

Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wells Robert J

101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

SrVP-Corp Com & Public Affairs

Signatures

Louis E. Stellato, Attorney-in-fact

04/29/2010

**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).
- Phantom stock units are held under deferred compensation plan to be settled generally upon the Reporting Person's retirement or termination of employment, subject to diversification provisions of the plan. 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. On April 1, 1997, units were assigned a beginning per unit price of \$10.00.
- (2) Exempt discretionary transaction in accordance with Rule 16b-3(f).

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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