HOPKINS THOMAS E

Form 4 May 14, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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).

Common

Common

Stock

Stock

05/13/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * HOPKINS THOMAS E			2. Issuer Name and Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]				5. Relationship of Reporting Person(s) to Issuer			
			SHEKWIN WILL		JAMS CO [SHW]		(Check all applicable)			
(Last)	(First) (M	iiddle)	3. Date of	Earliest Tra	nsaction					
			(Month/Da	•				Director		Owner
101 WEST PROSPECT AVENUE			05/13/2010				_X_ Officer (give title Other (specify below) below) Sr. VP-Human Resources			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	Filed(Month/Day/Year)									
CLEVELAN	ID, OH 44115							•	More than One Re	
(City)	(State) (Zip)	Table	e I - Non-De	erivative S	Securit	ies Aco	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Dee	med	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	on Date, if	Transactio	nAcquired	d(A) or	r	Securities	Form: Direct	Indirect
(Instr. 3)		any		Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported		
						or		Transaction(s)		
				Code V	Amount		Price	(Instr. 3 and 4)		

V 60

D

\$0

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.

42,248 (1)

29,405.83 (2)

D

Stock Plan

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ration Date		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	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	•	or Title Numb			
				C 1 W	(A) (D)		of				
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HOPKINS THOMAS E 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

Sr. VP-Human Resources

Signatures

Louis E. Stellato, 05/14/2010 Attorney-in-fact

**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, 28,400 are restricted.

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 3/31/10 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.

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