

SHERWIN WILLIAMS CO

Form 4

May 15, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOPKINS THOMAS E

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(Street)

CLEVELAND, OH 44115

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SHERWIN WILLIAMS CO [SHW]

3. Date of Earliest Transaction
(Month/Day/Year)

05/12/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP-Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/12/2006		M		290	A	\$ 27.75	60,474 ⁽¹⁾	D
Common Stock	05/12/2006		M		16,742	A	\$ 32.2813	77,216 ⁽¹⁾	D
Common Stock	05/12/2006		M		5,886	A	\$ 24.305	83,102 ⁽¹⁾	D
Common Stock	05/12/2006		M		2,600	A	\$ 25.425	85,702 ⁽¹⁾	D
Common Stock	05/12/2006		F		1,327	D	\$ 49.8	84,375 ⁽¹⁾	D

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Common Stock	05/12/2006	S	718	D	\$ 50.13	83,657 ⁽¹⁾	D	
Common Stock	05/12/2006	S	22,200	D	\$ 50.11	61,457 ⁽¹⁾	D	
Common Stock						26,099.941 ⁽²⁾	I	Stock Plan

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

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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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 27.75	05/12/2006		M	290	01/29/1998 01/28/2007	Common Stock	290
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	6,333	07/16/1998 07/15/2007	Common Stock	6,333
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	5,738	07/16/1999 07/15/2007	Common Stock	5,738
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	4,671	07/16/2000 07/15/2007	Common Stock	4,671

Buy)

Employee
StockOption \$ 24.305 05/12/2006
(Right to
Buy)M 5,886 10/17/2004 10/16/2011 Common
Stock 5,886Employee
StockOption \$ 25.425 05/12/2006
(Right to
Buy)M 2,600 10/18/2005 10/17/2012 Common
Stock 2,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOPKINS THOMAS E 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			Sr. VP-Human Resources	

Signatures

Louis E. Stellato,
Attorney-in-fact 05/15/2006

__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, 36,250 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 3/31/06 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.