

SHERWIN WILLIAMS CO
Form 4
May 04, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wells Robert J

(Last) (First) (Middle)
101 WEST PROSPECT AVENUE
(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)
05/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SrVP-Corp Com & Public Affairs

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2012		M		1,901	A	\$ 43.595
Common Stock	05/03/2012		M		2,400	A	\$ 47.055
Common Stock	05/03/2012		M		8,000	A	\$ 59.435
Common Stock	05/03/2012		M		9,000	A	\$ 54.09
Common Stock	05/03/2012		S		20,901	D	\$ 122.08

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Common Stock	05/03/2012		S	400	D	\$ 122.62 <u>(2)</u>	15,282 ⁽³⁾	D	
Common Stock							5,640.12 ⁽⁴⁾	I	Stock Plan

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

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(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 (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	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 43.595	05/03/2012		M	1,300	10/21/2006 10/20/2015	Common Stock	1,300	
Employee Stock Option (right to buy)	\$ 43.595	05/03/2012		M	601	10/21/2007 10/20/2015	Common Stock	601	
Employee Stock Option (right to buy)	\$ 47.055	05/03/2012		M	800	02/22/2007 02/21/2016	Common Stock	800	
Employee Stock Option (right to buy)	\$ 47.055	05/03/2012		M	800	02/22/2008 02/21/2016	Common Stock	800	

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Employee Stock Option (right to buy)	\$ 47.055	05/03/2012	M	800	02/22/2009	02/21/2016	Common Stock	800
Employee Stock Option (right to buy)	\$ 59.435	05/03/2012	M	2,667	10/18/2007	10/17/2016	Common Stock	2,667
Employee Stock Option (right to buy)	\$ 59.435	05/03/2012	M	2,666	10/18/2008	10/17/2016	Common Stock	2,666
Employee Stock Option (right to buy)	\$ 59.435	05/03/2012	M	2,667	10/18/2009	10/17/2016	Common Stock	2,667
Employee Stock Option (right to buy)	\$ 54.09	05/03/2012	M	3,000	10/14/2009	10/13/2018	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 54.09	05/03/2012	M	3,000	10/14/2010	10/13/2018	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 54.09	05/03/2012	M	3,000	10/14/2011	10/13/2018	Common Stock	3,000

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

05/04/2012

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.55 to \$122.54 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 to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.59 to \$122.70 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 to this Form 4.

(3) Of shares listed, 8,775 are restricted.

(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 3/31/2012 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.

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