SHERWIN WILLIAMS CO

Form 4 April 14, 2003

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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

					me and Tic n-Williams		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					Statement for onth/Day/Year 1/03	10	X Director 10% Owner Officer (give title below) Other (specify below)					
Cleveland, OH						if Amendment, te of Original onth/Day/Year)	7. Individual or Joint/Group F (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)				Table I Non-Derivative Securities Acquir						d, Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	action Execution		3. Trans action C (Instr. 8 Code	ode	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(e.g., pais, variance, operons, convertible securities)												
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Derivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial	
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
(Instr. 3)	Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	(Month/	(Month/	(Instr.	(A) or				Following	ative		
		Day/	Day/	8)	Disposed				Reported	Security:		
		Year)	Year)		of (D)				Transaction(s)	Direct		
									(Instr. 4)	(D)		
					(Instr. 3, 4				` /	or		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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					& 5)							Indirect	
			Code	V	(A)		Expira-	Title	Amount			(I) (Instr. 4)	
						Exer-cisable	tion		or			(1115ti . +)	
							Date		Number				
									of				
									Shares				
Phantom	9.93	4/11/03	A		335.68	(1)	(1)	Common	(1)	9.93	37,104.61 ⁽²⁾	D	
Stock								Stock			·		
Units(1)													

Explanation of Responses:

(1) Acquisition of phantom stock units (in an exempt transaction) under the Director Deferred Fee Plan to be settled generally upon the Reporting Person's retirement. 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 (based upon a beginning per unit price of \$10.00 at April 1, 1997).

(2) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan.

By: /s/ Louis E. Stellato, Attorney-in-fact 4/14/03
Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).