

SHERWIN WILLIAMS CO
Form 3
September 17, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Heath George E		(Month/Day/Year)	SHERWIN WILLIAMS CO [SHW]	
(Last)	(First)	(Middle)	09/08/2008	
101 PROSPECT AVENUE, N.W.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CLEVELAND,Â OHÂ 44115			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, Global Finishes Grp	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,250 ⁽¹⁾	D	Â
Common Stock	930.5104 ⁽²⁾	I	Stock Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	07/21/2005	07/20/2014	Common Stock	2,419	\$ 41.325	D	Â
Employee Stock Option (Right to Buy)	07/21/2006	07/20/2014	Common Stock	2,419	\$ 41.325	D	Â
Employee Stock Option (Right to Buy)	07/21/2007	07/20/2014	Common Stock	2,419	\$ 41.325	D	Â
Employee Stock Option (Right to Buy)	10/20/2005	10/19/2014	Common Stock	1,667	\$ 41.725	D	Â
Employee Stock Option (Right to Buy)	10/20/2006	10/19/2014	Common Stock	1,666	\$ 41.725	D	Â
Employee Stock Option (Right to Buy)	10/20/2007	10/19/2014	Common Stock	1,667	\$ 41.725	D	Â
Employee Stock Option (Right to Buy)	10/21/2007	10/20/2015	Common Stock	2,000	\$ 43.595	D	Â
Employee Stock Option (Right to Buy)	10/21/2008	10/20/2015	Common Stock	2,000	\$ 43.595	D	Â
Employee Stock Option (Right to Buy)	02/22/2007	02/21/2016	Common Stock	3,334	\$ 47.055	D	Â
Employee Stock Option (Right to Buy)	02/22/2008	02/21/2016	Common Stock	3,333	\$ 47.055	D	Â
Employee Stock Option (Right to Buy)	02/22/2009	02/21/2016	Common Stock	3,333	\$ 47.055	D	Â
Employee Stock Option (Right to Buy)	10/18/2007	10/17/2016	Common Stock	4,334	\$ 59.435	D	Â
Employee Stock Option (Right to Buy)	10/18/2008	10/17/2016	Common Stock	4,333	\$ 59.435	D	Â
Employee Stock Option (Right to Buy)	10/18/2009	10/17/2016	Common Stock	4,333	\$ 59.435	D	Â
Employee Stock Option (Right to Buy)	10/19/2008	10/18/2017	Common Stock	4,000	\$ 63.44	D	Â
Employee Stock Option (Right to Buy)	10/19/2009	10/18/2017	Common Stock	4,000	\$ 63.44	D	Â
Employee Stock Option (Right to Buy)	10/19/2010	10/18/2017	Common Stock	4,000	\$ 63.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heath George E 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	Â	Â	Â President, Global Finishes Grp	Â

Signatures

Louis E. Stellato,
Attorney-in-fact

09/17/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares listed 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 9/5/08 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.

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Remarks:

Exhibit 24, Power of Attorney, is attached.

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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