SHERWIN WILLIAMS CO

Form 4 April 07, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

2 Jaguar Nama and Tiakar or Trading

See Instruction

1. Name and Address of Reporting Person *

04/06/2010

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

	Kadien Thon	nas G	Symbo	Symbol SHERWIN WILLIAMS CO [SHW]				Issuer (Check all applicable)			
	(Last)	(First) (N		of Earliest Tr	ansaction			`	**	ŕ	
6400 POPLAR AVENUE				(Month/Day/Year) 04/05/2010				_X_ Director Officer (give below)		Owner er (specify	
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(1	Ionth/Day/Year)			Applicable Line) _X_ Form filed by 0	One Reporting Pe	rson	
MEMPHIS, TN 38197								Form filed by More than One Reporting Person			
	(City)	(State)	(Zip) T	ble I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit			5. Amount of	6. Ownership		
	Security	(Month/Day/Year)	Execution Date,			-		Securities		Indirect	
	(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	(D) or	Beneficial	
			(Month/Day/Yea	r) (Instr. 8)				Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			

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

 $A^{(1)}$

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.

333 (2)

3,039 (3)

Ι

D

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

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Deferred

Plan

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date		Underlying Securities		Deriv
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Inst
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	1100	of	
				Code V	(A) (D)				Shares	
Phantom										
	Z45	0.4/0.5/0.010			101 (0	(4)	(4)	Common	(4)	Φ.
Stock	<u>(4)</u>	04/05/2010		A	421.63	<u>(4)</u>	<u>(4)</u>	Stock	<u>(4)</u>	\$ 2
Units (4)								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kadien Thomas G 6400 POPLAR AVENUE MEMPHIS, TN 38197	X						

Signatures

Louis E. Stellato, Attorney-in-fact 04/07/2010

**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) Shares were acquired in an exempt transaction in connection with the Director Deferred Fee Plan; Reporting Person has the right to direct the vote for such shares.
- (2) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such plan.
- (3) Shares listed are restricted.
- Acquisition of phantom stock units (in an exempt transaction) under the Director Deferred Fee Plan to be settled generally upon the
- (4) 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).
- (5) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan.

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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