#### SHERWIN WILLIAMS CO

Form 4 April 27, 2010

### 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

obligations

may continue.

See Instruction

Form 5

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

101 WEST PROSPECT AVENUE

(Street)

(State)

(Month/Day/Year)

Wells Robert J

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

SHERWIN WILLIAMS CO [SHW]

3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2010

Director X\_ Officer (give title below)

Issuer

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

SrVP-Corp Com & Public Affairs

5. Relationship of Reporting Person(s) to

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

CLEVELAND, OH 44115

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

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.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dispose (D) (Instr. 3 and 5)	ed of					(Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	(1)	02/19/2010		A	12.37		<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 23
Phantom Stock Units (1)	(1)	02/26/2010		A	3.98		<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 23
Phantom Stock Units (1)	<u>(1)</u>	03/12/2010		A	3.91		<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 23
Phantom Stock Units (1)	<u>(1)</u>	03/26/2010		A	3.77		<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 24
Phantom Stock Units (1)	(1)	04/09/2010		A	3.54		<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 2
Phantom Stock Units (1)	(1)	04/23/2010		A	3.24		<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 29

# **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 04/27/2010

\*\*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).

Reporting Owners 2

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Acquisition of phantom stock units (in an exempt transaction) under deferred compensation plan to be settled generally upon the Reporting Person's retirement or termination of employment, subject to diversification provisions of the plan. 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. On April 1, 1997, units were assigned a beginning per unit price of \$10.00.

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.