SHERWIN WILLIAMS CO

Form 4 July 20, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Heath George E

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

SHERWIN WILLIAMS CO [SHW]

(Check all applicable)

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

below)

below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

101 WEST PROSPECT AVENUE

(Street)

05/21/2010

President, Global Finishes Grp 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CLEVELAND, OH 44115

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr.
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	(1)	05/21/2010		A	2.78	<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 27
Phantom Stock Units (1)	<u>(1)</u>	06/04/2010		A	21.67	<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 27
Phantom Stock Units (1)	(1)	06/18/2010		A	21.31	<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 27
Phantom Stock Units (1)	(1)	07/02/2010		A	23.37	<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 25
Phantom Stock Units (1)	(1)	07/16/2010		A	23.37	<u>(1)</u>	<u>(1)</u>	Common Stock	(1)	\$ 25

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Heath George E

101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

President, Global Finishes Grp

Signatures

Louis E. Stellato, Attorney-in-fact 07/20/2010

**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).
- 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.

Reporting Owners 2

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