Edgar Filing: SHERWIN WILLIAMS CO - Form 4

	VILLIAMS CO									
Form 4	1									
April 05, 201									PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. SECURITIES						burden hou response	Estimated average burden hours per			
(Print or Type R	lesponses)									
Kadien Thomas G Symbol			r Name and Ticker or Trading VIN WILLIAMS CO [SHW]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle) 3. Date of	3. Date of Earliest Transaction (C				(Chec.	eck all applicable)		
			onth/Day/Year) /01/2011				_X_ Director 10% Owner Officer (give title Other (specify below) below)			
			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MEMPHIS,	TN 38197						Form filed by M Person			
(City)	(State)	(Zip) Tabl	e I - Non-Deri	vative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction(A Code (In (Instr. 8)	nstr. 3, 4	(A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/01/2011		Code V An $A^{(1)}$ 12		Λ	Price \$ 86.26	890 <u>(2)</u>	I	Deferred Plan	
Common Stock							6,310 <u>(3)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (4)	<u>(4)</u>	04/01/2011		А	341.31		<u>(4)</u>	(4)	Common Stock	<u>(4)</u>	\$ 3

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Reporting Owners

Reporting Owner Name / Address		Relationsh		
1	Director	10% Owner	Officer	Other
Kadien Thomas G 6400 POPLAR AVENUE MEMPHIS, TN 38197	Х			
Signatures				
Louis E. Stellato, Attorney-in-fact	C	04/05/2011		
**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) Of shares listed, 3,296 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.