

SHERWIN WILLIAMS CO
Form 4
March 16, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Oberfeld Steven J

(Last) (First) (Middle)
101 WEST PROSPECT AVENUE
(Street)

CLEVELAND, OH 44115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SHERWIN WILLIAMS CO [SHW]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Paint Stores Group

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/12/2010		M		11,104 A \$ 41.725	95,667 ⁽¹⁾	D
Common Stock	03/12/2010		M		3,205 A \$ 31.2	98,872 ⁽¹⁾	D
Common Stock	03/12/2010		M		5,095 A \$ 19.625	103,967 ⁽¹⁾	D
Common Stock	03/12/2010		M		4,114 A \$ 24.305	108,081 ⁽¹⁾	D
Common Stock	03/12/2010		M		3,933 A \$ 25.425	112,014 ⁽¹⁾	D

Edgar Filing: SHERWIN WILLIAMS CO - Form 4

Common Stock	03/12/2010	S	11,104	D	\$ 65.18 (2)	100,910 (1)	D	
Common Stock	03/12/2010	F	6,118	D	\$ 65.355	94,792 (1)	D	
Common Stock						25,574.34 (3)	I	Stock Plan

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.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.625	03/12/2010		M	5,095	10/19/2003 10/18/2010	Common Stock	5,095	
Employee Stock Option (right to buy)	\$ 24.305	03/12/2010		M	4,114	10/17/2004 10/16/2011	Common Stock	4,114	
Employee Stock Option (right to buy)	\$ 25.425	03/12/2010		M	3,933	10/18/2005 10/17/2012	Common Stock	3,933	
Employee Stock Option (right to buy)	\$ 41.725	03/12/2010		M	4,500	10/20/2005 10/19/2014	Common Stock	4,500	

buy)									
Employee Stock Option (right to buy)	\$ 41.725	03/12/2010	M	4,500	10/20/2006	10/19/2014	Common Stock	4,500	
Employee Stock Option (right to buy)	\$ 41.725	03/12/2010	M	2,104	10/20/2007	10/19/2014	Common Stock	2,104	
Employee Stock Option (right to buy)	\$ 31.2	03/12/2010	M	3,205	10/24/2006	10/23/2013	Common Stock	3,205	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oberfeld Steven J 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115			President, Paint Stores Group	

Signatures

Louis E. Stellato,
Attorney-in-fact

03/16/2010

__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) Of shares listed, 55,400 are restricted.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.14 to \$65.23 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(3) 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 12/31/09 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.

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.