

SHERWIN WILLIAMS CO
Form 4
September 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
IVY CONWAY G

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(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)

09/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Sr. VP.-Corp. Plan. Dev.

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

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 (A) or Price (D)		
Common Stock	09/13/2006		M		3,000 A \$ 20.25	57,397 ⁽¹⁾	D
Common Stock	09/13/2006		M		2,700 A \$ 19.625	60,097 ⁽¹⁾	D
Common Stock	09/13/2006		F		993 D \$ 53.315	59,104 ⁽¹⁾	D
Common Stock	09/13/2006		S		200 D \$ 53.37	58,904 ⁽¹⁾	D
Common Stock	09/13/2006		S		1,000 D \$ 53.39	57,904 ⁽¹⁾	D

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Common Stock	09/13/2006	S	600	D	\$ 53.4	57,304 ⁽¹⁾	D	
Common Stock	09/13/2006	S	500	D	\$ 53.41	56,804 ⁽¹⁾	D	
Common Stock	09/13/2006	S	700	D	\$ 53.42	56,104 ⁽¹⁾	D	
Common Stock						142,072.492 ⁽²⁾	I	Stock Plan
Common Stock						12,038 ⁽³⁾	I	By Wife
Common Stock						2,000 ⁽³⁾	I	By Daughter

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

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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)	\$ 20.25	09/13/2006		M	3,000	10/22/2000 10/21/2009	Common Stock	3,000	
Employee Stock Option (right to buy)	\$ 19.625	09/13/2006		M	2,700	10/19/2003 10/18/2010	Common Stock	2,700	

