SHERWIN WILLIAMS CO

Form 4

February 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, Expires: 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Addre HENNESSY S	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
101 PROSPECT AVENUE, N.W.			(Month/Day/Year) 02/19/2008	Director 10% OwnerX Officer (give title Other (special below) Sr. VP-Finance and CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CLEVELAND	, OH 44115		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

CLEVELAND, OH 44115					-	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities Acqui	ired, Disposed of,	or Beneficiall	y Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of		
	Security	(Month/Day/Year)	Execution Date, if	Transactio	or Disposed of (D)	Securities	Ownership	Indirect		
	(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
			(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership		
						Following	or Indirect	(Instr. 4)		

Security	(Month/Day/Year)	Execution Date, if	Transactiomr Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/19/2008		F	8,390	D	\$ 53.815	74,913	D	
Common Stock	02/19/2008		A <u>(1)</u>	12,500	A	\$ 0	87,413 <u>(2)</u>	D	
Common Stock							15,644.044 (3)	I	Stock Plan

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

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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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	le Date	Title	Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENNESSY SEAN P 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115

Sr. VP-Finance and CFO

Signatures

Louis E. Stellato, Attorney-in-fact 02/21/2008

**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) Grant of restricted shares of common stock under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan.
- (2) Of shares listed, 51,250 are restricted.

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 12/31/07 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.

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