## Edgar Filing: SHERWIN WILLIAMS CO - Form 4

SHERWIN V Form 4 July 07, 2010	WILLIAMS CO									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							-	PROVAL 3235-0287		
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 O SECURITIES Filed pursuant to Section 16(a) of the Securities Excha Section 17(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of					xchang y Act of	e Act of 1934, 1935 or Section	January 31, 2005 Iverage rs per 0.5			
(Print or Type F	Responses)									
1. Name and Address of Reporting Person <u>*</u> Kadien Thomas G			2. Issuer Name <b>and</b> Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 6400 POPLAR AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 07/02/2010				(Check all applicable) <u>X</u> Director <u>Officer (give title</u> <u>10% Owner</u> <u>Director</u> Other (specify <u>below</u> )			
Filed(Mon			mendment, Da Ionth/Day/Year	-	l		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
MEMPHIS,	TN 38197						Person	fore than One Re	porung	
(City)	(State)	(Zip) T	able I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code r) (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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)		
Common Stock	07/02/2010		Code V A(1)	Amount 154	(D) A	Price \$ 69.13	488 <u>(2)</u>	Ι	Deferred Plan	
Common Stock							3,039 <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)	Code	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (4)	<u>(4)</u>	07/02/2010	А	419.13	<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	\$ 2

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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	(	07/07/2010		
<u>**</u> 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) Shares listed 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.