#### SHERWIN WILLIAMS CO

Form 4 July 29, 2010

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \*

101 WEST PROSPECT AVENUE

(State)

(Month/Day/Year)

Heath George E

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

(Street)

(Month/Day/Year)

CLEVELAND, OH 44115

2. Issuer Name and Ticker or Trading

Symbol

SHERWIN WILLIAMS CO [SHW]

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

07/28/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 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 3. Transaction Date 3A. Deemed 5. Number

Derivative Conversion Security or Exercise

(Month/Day/Year)

Execution Date, if any

Transactionof Code Derivative 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) President, Global Finishes Grp

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Director

Applicable Line)

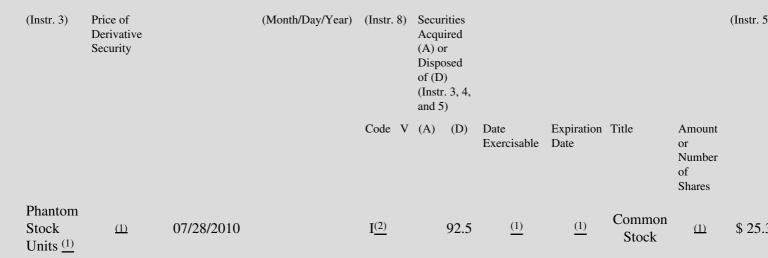
X\_ Officer (give title

Estimated average

burden hours per

Derivat Security

### Edgar Filing: SHERWIN WILLIAMS CO - Form 4



## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Heath George E 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

President, Global Finishes Grp

# **Signatures**

Louis E. Stellato, Attorney-in-fact

07/29/2010

\*\*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).

Phantom stock units are held under deferred compensation plan to be settled generally upon the Reporting Person's retirement or termination of employment, subject to diversification provisions of the plan. 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. On April 1, 1997, units were assigned a beginning per unit price of \$10.00.

(2) Exempt discretionary transaction in accordance with Rule 16b-3(f).

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.

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