

SHERWIN WILLIAMS CO

Form 4

December 01, 2011

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCULLOUGH GARY E

(Last) (First) (Middle)

101 W. 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)

11/30/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2011		M	V Amount (A) or (D) Price 2,000 A \$ 24.495	13,845	D	
Common Stock	11/30/2011		M	3,500 A \$ 25.425	17,345	D	
Common Stock	11/30/2011		S	5,500 D \$ 85.2	11,845 <u>(1)</u> <u>(2)</u>	D	
Common Stock					15,860 <u>(3)</u>	I	Deferred 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**

SEC 1474
(9-02)

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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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 24.495	11/30/2011		M		666		02/06/2003	02/05/2012	Common Stock	666
Stock Option (Right to Buy)	\$ 24.495	11/30/2011		M		667		02/06/2004	02/05/2012	Common Stock	667
Stock Option (Right to Buy)	\$ 24.495	11/30/2011		M		667		02/06/2005	02/05/2012	Common Stock	667
Stock Option (Right to Buy)	\$ 25.425	11/30/2011		M		1,166		10/18/2003	10/17/2012	Common Stock	1,166
Stock Option (Right to Buy)	\$ 25.425	11/30/2011		M		1,167		10/18/2004	10/17/2012	Common Stock	1,167
Stock Option (Right to Buy)	\$ 25.425	11/30/2011		M		1,167		10/18/2005	10/17/2012	Common Stock	1,167

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

MCCULLOUGH GARY E
101 W. PROSPECT AVENUE X
CLEVELAND, OH 44115

Signatures

Louis E. Stellato,
Attorney-in-fact 12/01/2011

__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, 2,802 are restricted.
- (2) Includes shares acquired through dividend reinvestment.
- (3) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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