SHERWIN WILLIAMS CO

Form 4

January 09, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

Expires:

3235-0287

January 31, 2005

0.5

Estimated average

OMB APPROVAL

10% Owner

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

may continue. See Instruction

obligations

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kadien Thomas G Issuer Symbol SHERWIN WILLIAMS CO [SHW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director Officer (give title _ Other (specify 6400 POPLAR AVENUE 01/06/2012

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MEMPHIS, TN 38197

(Stata)

(City)

(City)	(State) (A	Table Table	e I - Non-Do	erivative S	Securi	ties Acc	puired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	tion(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/06/2012		A(1)	116	A	\$ 92.5	1,277 (2)	I	Deferred Plan
Common Stock							6,310 <u>(3)</u>	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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>	01/06/2012	A	315.19	<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer Othe				
Kadien Thomas G 6400 POPLAR AVENUE MEMPHIS, TN 38197	X						

Signatures

Louis E. Stellato, Attorney-in-fact 01/09/2012

**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) Of shares listed, 2,802 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.

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