

SHERWIN WILLIAMS CO
Form 4
August 12, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Heath George E

(Last) (First) (Middle)
101 WEST 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)
08/10/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President, Global Finishes Grp

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/10/2009		M		7,257 A \$ 41.325	30,208 ⁽¹⁾	D
Common Stock	08/10/2009		M		5,000 A \$ 41.725	35,208 ⁽¹⁾	D
Common Stock	08/10/2009		S		12,257 D \$ 61.12 ⁽²⁾	22,951 ⁽¹⁾	D
Common Stock						1,275.27 ⁽³⁾	I Stock 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.325	08/10/2009		M		2,419		07/21/2005	07/20/2014	Common Stock	2,419
Employee Stock Option (Right to Buy)	\$ 41.325	08/10/2009		M		2,419		07/21/2006	07/20/2014	Common Stock	2,419
Employee Stock Option (Right to Buy)	\$ 41.325	08/10/2009		M		2,419		07/21/2007	07/20/2014	Common Stock	2,419
Employee Stock Option (Right to Buy)	\$ 41.725	08/10/2009		M		1,667		10/20/2005	10/19/2014	Common Stock	1,667
Employee Stock Option (Right to Buy)	\$ 41.725	08/10/2009		M		1,666		10/20/2006	10/19/2014	Common Stock	1,666
Employee Stock Option	\$ 41.725	08/10/2009		M		1,667		10/20/2007	10/19/2014	Common Stock	1,667

