

SHERWIN WILLIAMS CO
Form 4
December 01, 2011

FORM 4

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

OMB APPROVAL

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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 *
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 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 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | | | | | 15,860 ⁽³⁾ | I | Deferred Plan |

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

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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 | |
| 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

Reporting Owners

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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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