

SHERWIN WILLIAMS CO
Form 4
February 02, 2006

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 *
Knight Timothy A

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(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)

01/31/2006

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)

President, Global Group

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/31/2006		M		5,000 A \$ 27.75	30,703 <u>(1)</u>	D
Common Stock	01/31/2006		M		5,000 A \$ 29.0313	35,703 <u>(1)</u>	D
Common Stock	01/31/2006		S		9,000 D \$ 52.23	26,703 <u>(1)</u>	D
Common Stock	01/31/2006		S		1,000 D \$ 52.32	25,703 <u>(1)</u>	D
Common Stock						6,598.759 <u>(2)</u>	I Stock Plan

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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.

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 27.75	01/31/2006		M	1,666	01/29/1998 01/28/2007	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	01/31/2006		M	1,666	01/29/1999 01/28/2007	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	01/31/2006		M	1,668	01/29/2000 01/28/2007	Common Stock	1,668
Employee Stock Option (Right to Buy)	\$ 29.0313	01/31/2006		M	1,666	02/04/1999 02/03/2008	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 29.0313	01/31/2006		M	1,667	02/04/2000 02/03/2008	Common Stock	1,667
Employee Stock	\$ 29.0313	01/31/2006		M	1,667	02/04/2001 02/03/2008	Common Stock	1,667

