

SHERWIN WILLIAMS CO

Form 4

March 16, 2010

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 *
Oberfeld Steven J

(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)

03/12/2010

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, Paint Stores Group

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2010		M	11,104 A	\$ 41.725 95,667 ⁽¹⁾	D	
Common Stock	03/12/2010		M	3,205 A	\$ 31.2 98,872 ⁽¹⁾	D	
Common Stock	03/12/2010		M	5,095 A	\$ 19.625 103,967 ⁽¹⁾	D	
Common Stock	03/12/2010		M	4,114 A	\$ 24.305 108,081 ⁽¹⁾	D	
Common Stock	03/12/2010		M	3,933 A	\$ 25.425 112,014 ⁽¹⁾	D	

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Common Stock	03/12/2010	S	11,104	D	\$ 65.18 (2)	100,910 (1)	D	
Common Stock	03/12/2010	F	6,118	D	\$ 65.355	94,792 (1)	D	
Common Stock						25,574.34 (3)	I	Stock 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)

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)	\$ 19.625	03/12/2010		M		5,095		10/19/2003	10/18/2010	Common Stock	5,095
Employee Stock Option (right to buy)	\$ 24.305	03/12/2010		M		4,114		10/17/2004	10/16/2011	Common Stock	4,114
Employee Stock Option (right to buy)	\$ 25.425	03/12/2010		M		3,933		10/18/2005	10/17/2012	Common Stock	3,933
Employee Stock Option (right to	\$ 41.725	03/12/2010		M		4,500		10/20/2005	10/19/2014	Common Stock	4,500

buy)

Employee
Stock

Option	\$ 41.725	03/12/2010	M	4,500	10/20/2006	10/19/2014	Common Stock	4,500
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(right to
buy)

Employee
Stock

Option	\$ 41.725	03/12/2010	M	2,104	10/20/2007	10/19/2014	Common Stock	2,104
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(right to
buy)

Employee
Stock

Option	\$ 31.2	03/12/2010	M	3,205	10/24/2006	10/23/2013	Common Stock	3,205
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Oberfeld Steven J
101 WEST PROSPECT AVENUE
CLEVELAND, OH 44115

President, Paint Stores Group

Signatures

Louis E. Stellato,
Attorney-in-fact 03/16/2010

__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, 55,400 are restricted.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.14 to \$65.23 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(2) Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/09 statement. Shares of common stock are not directly allocated to the Plan participants, but are instead held in a unitized fund consisting primarily of common stock and a small percentage of short-term investments. Participants acquire units of this fund.

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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