

STELLATO LOUIS E
Form 4
February 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
STELLATO LOUIS E

2. Issuer Name and Ticker or Trading Symbol

SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

02/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr VP, General Counsel & Secy

101 WEST PROSPECT AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND, OH 44115

(City) (State) (Zip)

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2012		M		9,000	A	\$ 41.725
Common Stock	02/07/2012		M		6,910	A	\$ 43.595
Common Stock	02/07/2012		S		15,910	D	\$ 98.6 (1)
Common Stock	02/08/2012		M		9,090	A	\$ 43.595
Common Stock	02/08/2012		S		14,178	D	\$ 98.91 (2)
							45,353.8
							52,263.8
							36,353.8
							45,443.8
							31,265.8 (3)

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Common Stock 22,413.3 ⁽⁴⁾ I Stock Plan

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 41.725	02/07/2012		M	3,667	10/20/2006 10/19/2014		Common Stock	3,667
Employee Stock Option (Right to Buy)	\$ 41.725	02/07/2012		M	5,333	10/20/2007 10/19/2014		Common Stock	5,333
Employee Stock Option (Right to Buy)	\$ 43.595	02/07/2012		M	4,617	10/21/2006 10/20/2015		Common Stock	4,617
Employee Stock Option (Right to Buy)	\$ 43.595	02/07/2012		M	2,293	10/21/2008 10/20/2015		Common Stock	2,293
Employee Stock Option (Right to Buy)	\$ 43.595	02/08/2012		M	717	10/21/2006 10/20/2015		Common Stock	717

Buy)

Employee
Stock

Option (Right to Buy)	\$ 43.595	02/08/2012	M	5,333	10/21/2007	10/20/2015	Common Stock	5,333
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Employee
Stock

Option (Right to Buy)	\$ 43.595	02/08/2012	M	3,040	10/21/2008	10/20/2015	Common Stock	3,040
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STELLATO LOUIS E 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115			Sr VP, General Counsel & Secy	

Signatures

Louis E. Stellato 02/09/2012

 **Signature of Date
Reporting Person

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.60 to \$98.67 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.80 to \$99.05 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.

(3) Of shares listed, 31,040 are restricted and 225.80 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 12/31/11 statement.

(4) 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 12/31/11 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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