

SHERWIN WILLIAMS CO

Form 8-K

September 25, 2007

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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 25, 2007

The Sherwin-Williams Company
(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

1-04851
(Commission
File Number)

34-0526850
(IRS Employer
Identification No.)

**101 Prospect Avenue, N.W.
Cleveland, Ohio**

(Address of Principal
Executive Offices)

(216) 566-2000

44115
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On September 25, 2007, The Sherwin-Williams Company (Sherwin-Williams) entered into Five Year Credit Agreement Amendment No. 2 (the Amendment No. 2) with Citicorp USA, Inc. (CUSA), as administrative agent and issuing bank, the Lenders from time to time party thereto, and The Bank of New York (BONY), as paying agent. Amendment No. 2 amends the Five Year Credit Agreement (the Credit Agreement), dated as of August 28, 2007, as amended by the Five Year Credit Agreement Amendment No. 1, dated as of September 17, 2007, among Sherwin-Williams, CUSA, as administrative agent and issuing bank, the Lenders from time to time party thereto, and BONY, as paying agent. The primary purpose of Amendment No. 2 is to increase the amount available for borrowing and obtaining the issuance, renewal, extension and increase of a letter of credit by \$100 million up to an aggregate availability of \$250 million.

No borrowings have been made, and no letter of credit has been issued, under the Credit Agreement.

The foregoing description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 2, a copy of which is filed as Exhibit 4 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed with this report:

Exhibit No. Exhibit Description

| | |
|---|---|
| 4 | Five Year Credit Agreement Amendment No. 2, dated as of September 25, 2007, by and among The Sherwin-Williams Company, Citicorp USA, Inc., as administrative agent and issuing bank, the Lenders from time to time party thereto, and The Bank of New York, as paying agent (filed herewith). |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE SHERWIN-WILLIAMS COMPANY

September 25, 2007

By: /s/ L.E. Stellato

L.E. Stellato

Vice President, General Counsel and Secretary

EXHIBIT INDEX

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