

SHERWIN WILLIAMS CO  
 Form 3  
 November 03, 2016

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *<br>Â CRONIN JANE M.<br>(Last) (First) (Middle)<br><br>101 W. PROSPECT AVENUE<br>(Street)<br><br>CLEVELAND,Â OHÂ 44115<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>10/25/2016 | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br>SHERWIN WILLIAMS CO [SHW] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>SVP - Corporate Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 4,814 <sup>(1)</sup>                                     | D   | Â  |
| Common Stock                       | 2,198.68 <sup>(2)</sup>                                  | I   | Stock Plan   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                                      | Date Exercisable | Expiration Date  | Title        | Amount or Number of Shares | Security    | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|------------------|--------------|----------------------------|-------------|---------------------------------------|---|
| Phantom Stock Units                  | Â <sup>(3)</sup> | Â <sup>(3)</sup> | Common Stock | 93.78                      | \$ 0        | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/19/2012       | 10/18/2021       | Common Stock | 697                        | \$ 78.255   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/19/2013       | 10/18/2021       | Common Stock | 191                        | \$ 78.255   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/17/2013       | 10/16/2022       | Common Stock | 489                        | \$ 154.4325 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/17/2014       | 10/16/2022       | Common Stock | 194                        | \$ 154.4325 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/16/2014       | 10/15/2023       | Common Stock | 540                        | \$ 180.46   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/16/2015       | 10/15/2023       | Common Stock | 404                        | \$ 180.46   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/16/2016       | 10/15/2023       | Common Stock | 540                        | \$ 180.46   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/22/2015       | 10/21/2024       | Common Stock | 340                        | \$ 227.73   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/22/2016       | 10/21/2024       | Common Stock | 340                        | \$ 227.73   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/22/2017       | 10/21/2024       | Common Stock | 340                        | \$ 227.73   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/16/2016       | 10/15/2025       | Common Stock | 340                        | \$ 239.55   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/16/2017       | 10/15/2025       | Common Stock | 340                        | \$ 239.55   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/16/2018       | 10/15/2025       | Common Stock | 340                        | \$ 239.55   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/24/2017       | 10/23/2026       | Common Stock | 1,000                      | \$ 277.65   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/24/2018       | 10/23/2026       | Common Stock | 1,000                      | \$ 277.65   | D                                     | Â |
| Employee Stock Option (Right to Buy) | 10/24/2019       | 10/23/2026       | Common Stock | 1,000                      | \$ 277.65   | D                                     | Â |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CRONIN JANE M.  
101 W. PROSPECT AVENUE  
CLEVELAND, OH 44115 SVP - Corporate Controller

Signatures

Catherine M. Kilbane, 11/03/2016  
Attorney-in-fact

\*\*Signature of Reporting Person Date

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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, 960 are restricted stock and 160 are restricted stock units.
(2) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 10/24/2016 statement.
(3) Represents the number of phantom stock units that were acquired by the reporting person (in exempt transactions) under The Sherwin-Williams Company Deferred Compensation Savings and Pension Equalization Plan. Each phantom stock unit is the economic equivalent of one share of common stock. The phantom stock units become payable in cash generally upon the reporting person's retirement or other termination of service. The phantom stock units have dividend equivalent rights.

^

Remarks:

Exhibit 24, Power of Attorney is attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.