

SHERWIN WILLIAMS CO
Form 4
January 31, 2017

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 *
Mistysyn Allen J

(Last) (First) (Middle)
101 W. 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)
01/27/2017

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)
SVP - Finance & CFO

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 | (D) | Price | | |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | | 38 | A | \$ 127.985 703 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | | 500 | A | \$ 154.4325 1,203 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | | 367 | A | \$ 180.46 1,570 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | | 221 | A | \$ 227.73 1,791 | I | By spouse |
| Common Stock | 01/27/2017 | | M ⁽¹⁾ | | 204 | A | \$ 239.55 1,995 | I | By spouse |

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| | | | | | | | | |
|--------------|------------|---|-----|---|------------------|--------------|---|------------|
| Common Stock | 01/27/2017 | S | 425 | D | \$ 304.76 (2) | 1,570 | I | By spouse |
| Common Stock | 01/27/2017 | S | 405 | D | \$ 306.8 | 1,165 (3) | I | By spouse |
| Common Stock | | | | | | 9,861 (4) | D | |
| Common Stock | | | | | | 91.38 (5) | I | Stock Plan |
| Common Stock | | | | | | 3,631.17 (6) | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 127.985 | 01/27/2017 | | M | 13 | 07/17/2013 07/16/2022 | Common Stock | 13 |
| Employee Stock Option (Right to Buy) | \$ 127.985 | 01/27/2017 | | M | 12 | 07/17/2014 07/16/2022 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 127.985 | 01/27/2017 | | M | 13 | 07/17/2015 07/16/2022 | Common Stock | 13 |

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| | | | | | | | | | | |
|--|----------------|------------|---|-----|------------|------------|-----------------|-----|--|--|
| Buy) | | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 154.4325 | 01/27/2017 | M | 339 | 10/17/2013 | 10/16/2022 | Common Stock | 339 | | |
| Employee Stock Option (Right to Buy) | \$ 154.4325 | 01/27/2017 | M | 161 | 10/17/2014 | 10/16/2022 | Common Stock | 161 | | |
| Employee Stock Option (Right to Buy) | \$ 180.46 | 01/27/2017 | M | 184 | 10/16/2014 | 10/15/2023 | Common Stock | 184 | | |
| Employee Stock Option (Right to Buy) | \$ 180.46 | 01/27/2017 | M | 183 | 10/16/2015 | 10/15/2023 | Common Stock | 183 | | |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 01/27/2017 | M | 204 | 10/22/2015 | 10/21/2024 | Common Stock | 204 | | |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 01/27/2017 | M | 17 | 10/22/2016 | 10/21/2024 | Common Stock | 17 | | |
| Employee Stock Option (Right to Buy) | \$ 239.55 | 01/27/2017 | M | 204 | 10/16/2016 | 10/15/2025 | Common Stock | 204 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mistysyn Allen J 101 W. PROSPECT AVENUE CLEVELAND, OH 44115 | | | SVP - Finance & CFO | |

Signatures

Catherine M. Kilbane,
Attorney-in-fact

01/31/2017

__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) Employee stock option of the reporting person's spouse granted prior to their marriage in late 2016.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$304.66 to \$304.87 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) Of shares listed, 570 are restricted stock and 95 are restricted stock units, which were acquired by the reporting person's spouse prior to their marriage in late 2016. The reporting person disclaims beneficial ownership of the shares held by his spouse.

(3) Of shares listed, 1,750 are restricted stock and 1,050 are restricted stock units.

(4) 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 12/31/2016 statement.

(5) Represents the number of shares of common stock attributable to the reporting person's spouse's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.

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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