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SHERWIN Form 4 July 11, 200	WILLIAMS CO							
FOR	M 4 UNITED		Washington	AND EXCHANGE , D.C. 20549 BENEFICIAL OV			PPROVAL 3235-0287 January 31, 2005	
subject Section Form 4 Form 5 obligati may co <i>See</i> Ins 1(b).	Estimated burden hou response	average urs per						
(Print or Type 1. Name and KROPF SU	Address of Reporting	Sy	mbol	I Ticker or Trading	5. Relationship of Issuer	f Reporting Per		
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS			Date of Earliest T Ionth/Day/Year) 1/07/2006	ransaction	Officer (give title 0ther (specify below)			
(Street) NEW YORK, NY 10105			If Amendment, Daed (Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	Person	f or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Dat any	3. re, if Transactio Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities I Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Ro	eport on a separate line	e for each class (ficially owned directly o Persons who res information cont required to respo	or indirectly. pond to the collec ained in this form and unless the for atly valid OMB cor	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(1)</u>	\$ 17.31	07/07/2006		А		1,083.19		(1)	(1)	Common Stock	(1)	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KROPF SUSAN J 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	х						
Signatures							
Louis E. Stellato, Attorney-in-fact	07/11/200)6					
**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).

Acquisition of phantom stock units (in an exempt transaction) under the Director Deferred Fee Plan to be settled generally upon the
 (1) Reporting Person's retirement. The plan utilizes unit accounting, with phantom stock units consisting primarily of phantom shares of common stock and a small percentage of short-term investments (based upon a beginning per unit price of \$10.00 at April 1, 1997).

(2) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan.

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.