

SHERWIN WILLIAMS CO
Form 4
October 25, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Knight Timothy A

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(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)

10/24/2006

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)

President, Global Group

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	(A) or (D)	Price
Common Stock	10/24/2006		M		12,000	A	\$ 29.1563
Common Stock	10/24/2006		M		30,000	A	\$ 25.425
Common Stock	10/24/2006		S		1,200	D	\$ 57.69
Common Stock	10/24/2006		S		13,500	D	\$ 57.7
Common Stock	10/24/2006		S		500	D	\$ 57.71

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Common Stock	10/24/2006	S	200	D	\$ 57.72	66,803 <u>(1)</u>	D
Common Stock	10/24/2006	S	200	D	\$ 57.73	66,603 <u>(1)</u>	D
Common Stock	10/24/2006	S	200	D	\$ 57.75	66,403 <u>(1)</u>	D
Common Stock	10/24/2006	S	300	D	\$ 57.76	66,103 <u>(1)</u>	D
Common Stock	10/24/2006	S	100	D	\$ 57.77	66,003 <u>(1)</u>	D
Common Stock	10/24/2006	S	100	D	\$ 57.78	65,903 <u>(1)</u>	D
Common Stock	10/24/2006	S	2,500	D	\$ 57.8	63,403 <u>(1)</u>	D
Common Stock	10/24/2006	S	100	D	\$ 57.81	63,303 <u>(1)</u>	D
Common Stock	10/24/2006	S	100	D	\$ 57.82	63,203 <u>(1)</u>	D
Common Stock	10/24/2006	S	300	D	\$ 57.83	62,903 <u>(1)</u>	D
Common Stock	10/24/2006	S	200	D	\$ 57.84	62,703 <u>(1)</u>	D
Common Stock	10/24/2006	S	1,100	D	\$ 57.85	61,603 <u>(1)</u>	D
Common Stock	10/24/2006	S	400	D	\$ 57.86	61,203 <u>(1)</u>	D
Common Stock	10/24/2006	S	500	D	\$ 57.87	60,703 <u>(1)</u>	D
Common Stock	10/24/2006	S	1,100	D	\$ 57.88	59,603 <u>(1)</u>	D
Common Stock	10/24/2006	S	900	D	\$ 57.89	58,703 <u>(1)</u>	D
Common Stock	10/24/2006	S	800	D	\$ 57.9	57,903 <u>(1)</u>	D
Common Stock	10/24/2006	S	100	D	\$ 57.91	57,803 <u>(1)</u>	D
Common Stock	10/24/2006	S	100	D	\$ 57.92	57,703 <u>(1)</u>	D
Common Stock	10/24/2006	S	400	D	\$ 57.93	57,303 <u>(1)</u>	D
	10/24/2006	S	2,900	D	\$ 57.94	54,403 <u>(1)</u>	D

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Common Stock								
Common Stock	10/24/2006		S	300	D	\$ 57.95	54,103 ⁽¹⁾	D
Common Stock	10/24/2006		S	1,600	D	\$ 57.96	52,503 ⁽¹⁾	D
Common Stock	10/24/2006		S	100	D	\$ 57.97	52,403 ⁽¹⁾	D
Common Stock	10/24/2006		S	600	D	\$ 58.01	51,803 ⁽¹⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.1563	10/24/2006		M	4,000	07/21/2000 07/20/2009	Common Stock 4,000
Employee Stock Option (Right to Buy)	\$ 29.1563	10/24/2006		M	4,000	07/21/2001 07/20/2009	Common Stock 4,000
Employee Stock Option (Right to Buy)	\$ 29.1563	10/24/2006		M	4,000	07/21/2002 07/20/2009	Common Stock 4,000
	\$ 25.425	10/24/2006		M	10,000	10/18/2003 10/17/2012	

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 25.425	10/24/2006	M	10,000	10/18/2004	10/17/2012		Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 25.425	10/24/2006	M	10,000	10/18/2005	10/17/2012		Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Timothy A 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			President, Global Group	

Signatures

Louis E. Stellato,
Attorney-in-fact
10/25/2006

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) Of shares listed, 37,500 are restricted.

Remarks:

This is the first of two Forms 4 filed by the Reporting Person on the same day.

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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