

SHERWIN WILLIAMS CO
Form 4
February 04, 2008

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 *
EVANS DANIEL E

2. Issuer Name and Ticker or Trading Symbol
SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 PROSPECT AVENUE, N.W.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

CLEVELAND, OH 44115

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/01/2008 | | M | | 2,000 | A | \$ 29.0313 |
| Common Stock | 02/01/2008 | | S | | 176 | D | \$ 57.51 |
| Common Stock | 02/01/2008 | | S | | 100 | D | \$ 57.52 |
| Common Stock | 02/01/2008 | | S | | 400 | D | \$ 57.53 |
| Common Stock | 02/01/2008 | | S | | 300 | D | \$ 57.54 |
| Common Stock | 02/01/2008 | | S | | 300 | D | \$ 57.57 |

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Common
Stock

Common Stock 02/01/2008 S 424 D \$ 57.58 10,699 ⁽¹⁾ D

Common Stock 02/01/2008 S 300 D \$ 57.59 10,399 ⁽¹⁾ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (Right to Buy) | \$ 29.0313 | 02/01/2008 | | M | 666 | 02/04/1999 02/03/2008 | Common Stock | 666 | |
| Stock Option (Right to Buy) | \$ 29.0313 | 02/01/2008 | | M | 667 | 02/04/2000 02/03/2008 | Common Stock | 667 | |
| Stock Option (Right to Buy) | \$ 29.0313 | 02/01/2008 | | M | 667 | 02/04/2001 02/03/2008 | Common Stock | 667 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVANS DANIEL E
101 PROSPECT AVENUE, N.W. X
CLEVELAND, OH 44115

Signatures

Louis E. Stellato, 02/04/2008
Attorney-in-fact

 **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, 2,333 are restricted.

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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