### Edgar Filing: SHERWIN WILLIAMS CO - Form 4

SHERWIN WILLIAMS CO Form 4 July 07, 2008						
FORM A		RITIES AND EXC shington, D.C. 205		COMMISSION	-	PPROVAL 3235-0287 January 31,
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).						
(Print or Type Responses)						
1. Name and Address of Reporting I KROPF SUSAN J	Symbol	er Name <b>and</b> Ticker or T WIN WILLIAMS C	-	5. Relationship o Issuer		
(Last) (First) (N 101 PROSPECT AVENUE, 1	(Month/I	of Earliest Transaction Day/Year) 2008	(Check all applicable) <u>X</u> Director <u>Officer (give title</u> below) Director <u>below</u> ) <u>10% Owner</u> <u>000000000000000000000000000000000000</u>			
(Street) CLEVELAND, OH 44115		endment, Date Original onth/Day/Year)		6. Individual or J Applicable Line) _X_ Form filed by Form filed by 1		erson
	(Zip) Tah	le I - Non-Derivative S	ecurities Aco	Person	f. or Beneficia	llv Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		3. 4. Securitie TransactionAcquired (. Code Disposed o (Instr. 8) (Instr. 3, 4	es 5 A) or 5 f (D) H and 5) C H (A) 7	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Report on a separate line	for each class of sec	Person inform require	s who resp ation contai d to respon s a current	indirectly. ond to the collec ined in this form id unless the for ly valid OMB col	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	Transactio	orDerivative	Expiration Date	Underlying Securities	]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Ş
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or			(

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (1)	\$ 17.39	07/03/2008	А		1,221.967		<u>(1)</u>	<u>(1)</u>	Common Stock	<u>(1)</u>

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KROPF SUSAN J 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	Х						
Signatures							
Louis E. Stellato, Attorney-in-fact	07/07	7/2008					
**Signature of Reporting Person	Da	ite					

## **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.