#### SHERWIN WILLIAMS CO

Form 4 July 07, 2010

# FORM 4

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

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* KROPF SUSAN J

(Zip)

(First) (Middle)

101 WEST PROSPECT AVENUE

(Street)

(State)

CLEVELAND, OH 44115

2. Issuer Name and Ticker or Trading

Symbol

SHERWIN WILLIAMS CO [SHW]

3. Date of Earliest Transaction

(Month/Day/Year) 07/02/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

or Code V Amount (D) Price

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Following Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not

Securities

Owned

Beneficially

required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

(9-02)

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

Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V **Expiration Title** (A) (D) Date Amount Exercisable Date Number of Shares Phantom Common (1) Stock (1) 07/02/2010 Α 838.26 (1) <u>(1)</u> \$ 2 Stock Units (1)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

KROPF SUSAN J

101 WEST PROSPECT AVENUE X

CLEVELAND, OH 44115

## **Signatures**

Louis E. Stellato, Attorney-in-fact 07/07/2010

\*\*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.

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