

SHERWIN WILLIAMS CO
 Form 4
 February 01, 2012

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 *
 Wells Robert J

(Last) (First) (Middle)
 101 WEST PROSPECT AVENUE
 (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)
 01/31/2012

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)
 SrVP-Corp Com & Public Affairs

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	01/31/2012		M		3,303	A	\$ 31.2
Common Stock	01/31/2012		M		2,567	A	\$ 41.725
Common Stock	01/31/2012		M		1,999	A	\$ 43.595
Common Stock	01/31/2012		S		7,869	D	\$ 96.71 (1)
Common Stock							5,499.85 (3)
						I	Stock Plan

Edgar Filing: SHERWIN WILLIAMS CO - Form 4

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.

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)	\$ 31.2	01/31/2012		M	1,303	10/24/2005 10/23/2013		Common Stock	1,303
Employee Stock Option (right to buy)	\$ 31.2	01/31/2012		M	2,000	10/24/2006 10/23/2013		Common Stock	2,000
Employee Stock Option (right to buy)	\$ 41.725	01/31/2012		M	901	10/20/2006 10/19/2014		Common Stock	901
Employee Stock Option (right to buy)	\$ 41.725	01/31/2012		M	1,666	10/20/2007 10/19/2014		Common Stock	1,666
Employee Stock Option (right to buy)	\$ 43.595	01/31/2012		M	699	10/21/2007 10/20/2015		Common Stock	699
Employee Stock	\$ 43.595	01/31/2012		M	1,300	10/21/2008 10/20/2015		Common Stock	1,300

