

SHERWIN WILLIAMS CO  
Form 4  
February 02, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Connor Christopher M

(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)  
02/01/2012

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)  
Chairman and CEO

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	Price		
Common Stock	02/01/2012		M		200,000	A \$ 31.2	729,217.07 D	
Common Stock	02/01/2012		M		135,000	A \$ 41.725	864,217.07 D	
Common Stock	02/01/2012		S		276,526	D \$ 96.77 (1)	587,691.07 D	
Common Stock	02/01/2012		S		18,474	D \$ 97.3 (2)	569,217.07 (3) D	
Common Stock							47,723.29 (4) I	Stock Plan

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

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**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	02/01/2012		M		66,667		10/24/2004	10/23/2013	Common Stock	66,667
Employee Stock Option (Right to Buy)	\$ 31.2	02/01/2012		M		66,667		10/24/2005	10/23/2013	Common Stock	66,667
Employee Stock Option (Right to Buy)	\$ 31.2	02/01/2012		M		66,666		10/24/2006	10/23/2013	Common Stock	66,666
Employee Stock Option (Right to Buy)	\$ 41.725	02/01/2012		M		45,000		10/20/2005	10/19/2014	Common Stock	45,000
Employee Stock Option (Right to Buy)	\$ 41.725	02/01/2012		M		45,000		10/20/2006	10/19/2014	Common Stock	45,000
Employee Stock Option	\$ 41.725	02/01/2012		M		45,000		10/20/2007	10/19/2014	Common Stock	45,000

