

SHERWIN WILLIAMS CO
Form 4
February 28, 2014

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

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 WEST PROSPECT AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2014

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

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 | Price | |
| Common Stock | 02/27/2014 | | M | | 2,293 | \$ 43.595 | A 488,192.07 D |
| Common Stock | 02/27/2014 | | M | | 1,682 | \$ 59.435 | A 489,874.07 D |
| Common Stock | 02/27/2014 | | M | | 100,000 | \$ 63.44 | A 589,874.07 D |
| Common Stock | 02/27/2014 | | S | | 77,799 | \$ 198.26 (1) | D 512,075.07 D |
| Common Stock | 02/27/2014 | | S | | 16,125 | \$ 198.98 (3) | D 495,950.07 D |

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(2)

Common Stock 48,742.24 ⁽⁴⁾ I Stock Plan

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 43.595 | 02/27/2014 | | M | 2,293 | 10/21/2008 | 10/20/2015 | Common Stock | 2,293 |
| Employee Stock Option (right to buy) | \$ 59.435 | 02/27/2014 | | M | 1,682 | 10/18/2009 | 10/17/2016 | Common Stock | 1,682 |
| Employee Stock Option (right to buy) | \$ 63.44 | 02/27/2014 | | M | 33,334 | 10/19/2008 | 10/18/2017 | Common Stock | 33,334 |
| Employee Stock Option (right to buy) | \$ 63.44 | 02/27/2014 | | M | 33,333 | 10/19/2009 | 10/18/2017 | Common Stock | 33,333 |
| Employee Stock Option (right to buy) | \$ 63.44 | 02/27/2014 | | M | 33,333 | 10/19/2010 | 10/18/2017 | Common Stock | 33,333 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Connor Christopher M 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115 | X | | Chairman and CEO | |

Signatures

Catherine M. Kilbane,
Attorney-in-fact

02/28/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$197.72 to \$198.71 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$198.72 to \$199.49 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
 - (3) Of shares listed, 124,000 are restricted and 500.07 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 12/31/13 statement.
 - (4) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2013 statement.

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.