

SHERWIN WILLIAMS CO

Form 8-K

May 08, 2006

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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 8, 2006

The Sherwin-Williams Company
(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

1-04851
(Commission
File Number)

34-0526850
(IRS Employer
Identification No.)

101 Prospect Avenue, N.W.
Cleveland, Ohio
(Address of Principal
Executive Offices)

44115
(Zip Code)

(216) 566-2000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On May 8, 2006, The Sherwin-Williams Company (Sherwin-Williams) entered into Credit Agreement Amendment No. 2 (the Second Amendment) with Citicorp USA, Inc. (CUSA), as administrative agent and issuing bank, the Lenders from time to time party thereto, and JPMorgan Chase Bank, N.A. (JP Morgan), as paying agent. The Second Amendment amends the Credit Agreement (the Credit Agreement), dated April 17, 2006, as amended by that certain Credit Agreement Amendment, dated as of April 25, 2006, among Sherwin-Williams, CUSA, as administrative agent and issuing bank, the Lenders from time to time party thereto, and JPMorgan, as paying agent. The primary purpose of the Second Amendment is to increase the amount available for borrowing and obtaining the issuance, renewal, extension and increase of a letter of credit by \$100 million up to an aggregate availability of \$250 million.

No borrowings have been made, and no letter of credit has been issued, under the Credit Agreement.

The foregoing description of the Second Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Second Amendment, a copy of which is filed as Exhibit 4 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed with this report:

Exhibit No.	Exhibit Description
4	Credit Agreement Amendment No. 2, dated as of May 8, 2006, by and among The Sherwin-Williams Company, Citicorp USA, Inc., as administrative agent and issuing bank, the Lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as paying agent (filed herewith).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE SHERWIN-WILLIAMS COMPANY

May 8, 2006

By: /s/ L.E. Stellato
L.E. Stellato
Vice President, General Counsel and
Secretary

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