HOPKINS THOMAS E

Form 4 May 09, 2011

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOPKINS THOMAS E			2. Issuer Name and Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW] 3. Date of Earliest Transaction						5. Relationship of Reporting Person(s) to Issuer				
(Last)		(Check all applicable)											
(Last) (First) (Middle) 101 WEST PROSPECT AVENUE			(Month/Day/Year) 05/06/2011						Director 10% Owner Other (specify below) below)				
							Sr. VP-Human Resources						
		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check					
Filed(Mo				onth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
CLEVELAND, OH 44115									Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									lly Owned			
1.Title of	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)				5. Amount of				
Security (Instr. 3)									Securities Beneficially		Indirect Beneficial		
· San		/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5				Owned	Indirect (I)	Ownership				
							(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)		
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	05/06/2011			G	V	60	D	\$0	43,128 (1)	D			
Common Stock									30,007 (2)	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)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3	and 4)		Own	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HOPKINS THOMAS E 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115

Sr. VP-Human Resources

Signatures

Louis E. Stellato, 05/09/2011 Attorney-in-fact

**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) Of shares listed, 29,540 are restricted.

Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 3/31/11 statement. Shares of common stock are not directly allocated to the Plan participants, but are instead held in a unitized fund consisting primarily of common stock and a small percentage of short-term investments. Participants acquire units of this fund.

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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