

SHERWIN WILLIAMS CO  
 Form 4  
 September 04, 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)  
 08/30/2012

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 or Price		
Common Stock	08/30/2012		M		\$ 172,707 A 43.595	725,358.07	D
Common Stock	08/30/2012		M		\$ 138,318 A 59.435	863,676.07	D
Common Stock	08/30/2012		S		\$ 246,838 D 142.43 (1)	616,838.07	D
Common Stock	08/30/2012		S		\$ 60,186 D 143.24 (2)	556,652.07	D
	08/30/2012		S		4,001 D		D

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Common Stock \$ 552,651.07  
144.21 <sup>(4)</sup>  
(3)

Common Stock 48,016.67 <sup>(5)</sup> I Stock Plan

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)	\$ 43.595	08/30/2012		M	58,333	10/21/2006 10/20/2015	Common Stock 58,333
Employee Stock Option (Right to Buy)	\$ 43.595	08/30/2012		M	58,333	10/21/2007 10/20/2015	Common Stock 58,333
Employee Stock Option (Right to Buy)	\$ 43.595	08/30/2012		M	56,041	10/21/2008 10/20/2015	Common Stock 56,041
Employee Stock Option (Right to Buy)	\$ 59.435	08/30/2012		M	46,667	10/18/2007 10/17/2016	Common Stock 46,667
Employee Stock	\$ 59.435	08/30/2012		M	46,666	10/18/2008 10/17/2016	Common Stock 46,666

