

SHERWIN WILLIAMS CO

Form 4

October 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Connor Christopher M

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(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)

10/01/2007

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)
Common Stock	10/01/2007		S ⁽¹⁾	200 D	\$ 412,045.067 65.99 ⁽²⁾	D	
Common Stock	10/01/2007		S ⁽¹⁾	1,900 D	\$ 410,145.067 66 ⁽²⁾	D	
Common Stock	10/01/2007		S ⁽¹⁾	1,000 D	\$ 409,145.067 66.02 ⁽²⁾	D	
Common Stock	10/01/2007		S ⁽¹⁾	1,637 D	\$ 407,508.067 66.03 ⁽²⁾	D	
Common Stock	10/01/2007		S ⁽¹⁾	2,500 D	\$ 405,008.067 66.04 ⁽²⁾	D	

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Common Stock	10/01/2007	S ⁽¹⁾	363	D	\$ 66.06	404,645.067 (2)	D	
Common Stock	10/01/2007	S ⁽¹⁾	400	D	\$ 66.08	404,245.067 (2)	D	
Common Stock	10/01/2007	S ⁽¹⁾	100	D	\$ 66.09	404,145.067 (2)	D	
Common Stock	10/01/2007	S ⁽¹⁾	100	D	\$ 66.1	404,045.067 (2)	D	
Common Stock						42,732.1222 (3)	I	Stock Plan

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Louis E. Stellato,
Attorney-in-fact
10/02/2007

__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 reported exercise and sale were made pursuant to a pre-arranged trading plan previously adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Of shares listed, 244,125 are restricted and 505.067 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 9/30/07 statement.

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 9/30/07 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.
- (3)

Remarks:

This is the second of two Forms 4 filed by the Reporting Person on the same day.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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