

SHERWIN WILLIAMS CO
Form 4
January 09, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WUNNING STEVEN H

(Last) (First) (Middle)

101 W. 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)

01/06/2017

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)

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	01/06/2017		A ⁽¹⁾	V Amount 104 A Price \$ 277.55	739 ⁽²⁾	I	Deferred Plan
Common Stock					907 ⁽³⁾	D	

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)

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Table with columns: 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. 6, 7, and 9), 10. Derivative Security Conversion or Exercise Rate (Instr. 3 and 7), 11. Derivative Security Conversion or Exercise Price (Instr. 2 and 7), 12. Underlying Security Conversion or Exercise Price (Instr. 2 and 7), 13. Date of Conversion or Exercise (Instr. 2 and 7), 14. Derivative Security Conversion or Exercise Date (Instr. 2 and 7), 15. Underlying Security Conversion or Exercise Date (Instr. 2 and 7), 16. Derivative Security Conversion or Exercise Rate (Instr. 2 and 7), 17. Derivative Security Conversion or Exercise Price (Instr. 2 and 7), 18. Underlying Security Conversion or Exercise Price (Instr. 2 and 7), 19. Derivative Security Conversion or Exercise Date (Instr. 2 and 7), 20. Underlying Security Conversion or Exercise Date (Instr. 2 and 7), 21. Derivative Security Conversion or Exercise Rate (Instr. 2 and 7), 22. Derivative Security Conversion or Exercise Price (Instr. 2 and 7), 23. Underlying Security Conversion or Exercise Price (Instr. 2 and 7), 24. Derivative Security Conversion or Exercise Date (Instr. 2 and 7), 25. Underlying Security Conversion or Exercise Date (Instr. 2 and 7), 26. Derivative Security Conversion or Exercise Rate (Instr. 2 and 7), 27. Derivative Security Conversion or Exercise Price (Instr. 2 and 7), 28. Underlying Security Conversion or Exercise Price (Instr. 2 and 7), 29. Derivative Security Conversion or Exercise Date (Instr. 2 and 7), 30. Underlying Security Conversion or Exercise Date (Instr. 2 and 7).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: WUNNING STEVEN H, 101 W. PROSPECT AVENUE, CLEVELAND, OH 44115, Director (marked with X).

Signatures

Catherine M. Kilbane, Attorney-in-fact, 01/09/2017. **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) Shares were acquired in an exempt transaction in connection with the Director Deferred Fee Plan; reporting person has the right to direct the vote for such shares.
(2) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such plan.
(3) Of shares listed, 760 are restricted stock units.

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.