

SHERWIN WILLIAMS CO
Form 4
February 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 *
Mistysyn Allen J

(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)

02/08/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP - Finance & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)	(A) or (D)	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	Price			
Common Stock	02/08/2017		M ⁽¹⁾		815	\$ 154.4325	1,980	I	By spouse
Common Stock	02/08/2017		M ⁽¹⁾		591	\$ 180.46	2,571	I	By spouse
Common Stock	02/08/2017		M ⁽¹⁾		186	\$ 227.73	2,757	I	By spouse
Common Stock	02/08/2017		S		186	\$ 302.22	2,571	I	By spouse
Common Stock	02/08/2017		S		956	\$ 303.74	1,615 ⁽²⁾	I	By spouse

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Common Stock	9,861 ⁽³⁾	D	
Common Stock	91.38 ⁽⁴⁾	I	Stock Plan
Common Stock	3,631.17 ⁽⁵⁾	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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 154.4325	02/08/2017		M	327	10/17/2014 10/16/2022	Common Stock	327
Employee Stock Option (Right to Buy)	\$ 154.4325	02/08/2017		M	488	10/17/2015 10/16/2022	Common Stock	488
Employee Stock Option (Right to Buy)	\$ 180.46	02/08/2017		M	136	10/16/2014 10/15/2023	Common Stock	136
Employee Stock Option	\$ 180.46	02/08/2017		M	136	10/16/2015 10/15/2023	Common Stock	136

(Right to Buy)										
Employee Stock Option	\$ 180.46	02/08/2017		M	319	10/16/2016	10/15/2023	Common Stock		319
(Right to Buy)										
Employee Stock Option	\$ 227.73	02/08/2017		M	186	10/22/2016	10/21/2024	Common Stock		186
(Right to Buy)										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mistysyn Allen J 101 W. PROSPECT AVENUE CLEVELAND, OH 44115			SVP - Finance & CFO	

Signatures

Catherine M. Kilbane,
Attorney-in-fact

02/09/2017

__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) Employee stock option of the reporting person's spouse granted prior to their marriage in late 2016.
- (2) Of shares listed, 570 are restricted stock and 95 are restricted stock units, which were acquired by the reporting person's spouse prior to their marriage in late 2016. The reporting person disclaims beneficial ownership of the shares held by his spouse.
- (3) Of shares listed, 1,750 are restricted stock and 1,050 are restricted stock units.
- (4) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement.
- (5) Represents the number of shares of common stock attributable to the reporting person's spouse's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.

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.