

SHERWIN WILLIAMS CO
 Form 3
 May 03, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mistysyn Allen J | | (Month/Day/Year) | SHERWIN WILLIAMS CO [SHW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/01/2010 | | |
| 101 WEST PROSPECT AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CLEVELAND,Â OHÂ 44115 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | VP-Corporate Controller | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 17,098 ⁽¹⁾ | D | Â |
| Common Stock | 3,857.34 ⁽²⁾ | I | Stock Plan |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: SHERWIN WILLIAMS CO - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | 10/18/2007 | 10/17/2016 | Common Stock | 1,910 | \$ 59.435 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2008 | 10/17/2016 | Common Stock | 1,910 | \$ 59.435 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2009 | 10/17/2016 | Common Stock | 1,910 | \$ 59.435 | D | Â |
| Employee Stock Option (Right to Buy) | 10/19/2008 | 10/18/2017 | Common Stock | 1,522 | \$ 63.44 | D | Â |
| Employee Stock Option (Right to Buy) | 10/19/2009 | 10/18/2017 | Common Stock | 1,521 | \$ 63.44 | D | Â |
| Employee Stock Option (Right to Buy) | 10/19/2010 | 10/18/2017 | Common Stock | 1,522 | \$ 63.44 | D | Â |
| Employee Stock Option (Right to Buy) | 10/14/2009 | 10/13/2018 | Common Stock | 1,750 | \$ 54.09 | D | Â |
| Employee Stock Option (Right to Buy) | 10/14/2010 | 10/13/2018 | Common Stock | 1,750 | \$ 54.09 | D | Â |
| Employee Stock Option (Right to Buy) | 10/14/2011 | 10/13/2018 | Common Stock | 1,750 | \$ 54.09 | D | Â |
| Employee Stock Option (Right to Buy) | 10/15/2010 | 10/14/2019 | Common Stock | 1,750 | \$ 63.25 | D | Â |
| Employee Stock Option (Right to Buy) | 10/15/2011 | 10/14/2019 | Common Stock | 1,750 | \$ 63.25 | D | Â |
| Employee Stock Option (Right to Buy) | 10/15/2012 | 10/14/2019 | Common Stock | 1,750 | \$ 63.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mistysyn Allen J 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115 | Â | Â | Â VP-Corporate Controller | Â |

Signatures

Louis E. Stellato,
Attorney-in-fact

05/03/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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, 8,015 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 3/31/10 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.

Â

Remarks:

ExhibitÂ 24,Â PowerÂ ofÂ Attorney,Â isÂ attached.

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.