

HOPKINS THOMAS E
Form 4
July 27, 2012

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 *
HOPKINS THOMAS E

2. Issuer Name and Ticker or Trading Symbol
SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

101 WEST PROSPECT AVENUE

07/25/2012

Sr. VP-Human Resources

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND, OH 44115

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/25/2012 | | M | | 1,576 A \$ 63.44 | 34,346 | D |
| Common Stock | 07/25/2012 | | M | | 1,682 A \$ 59.435 | 36,028 | D |
| Common Stock | 07/25/2012 | | F | | 1,536 D \$ 130.1 | 34,492 | D |
| Common Stock | 07/26/2012 | | M | | 13,424 A \$ 63.44 | 47,916 | D |
| Common Stock | 07/26/2012 | | S | | 700 D \$ 131.4 ⁽¹⁾ | 47,216 | D |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|------------------|--------|----------------------|---|------------|
| Common Stock | 07/26/2012 | S | 9,624 | D | \$ <u>(2)</u> | 133.12 | 37,592 | D | |
| Common Stock | 07/26/2012 | S | 3,100 | D | \$ <u>(3)</u> | 133.58 | 34,492 <u>(4)</u> | D | |
| Common Stock | | | | | | | 30,648.99 <u>(5)</u> | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 59.435 | 07/25/2012 | | M | 1,682 | 10/18/2009 10/17/2016 | Common Stock | 1,682 | |
| Employee Stock Option (Right to Buy) | \$ 63.44 | 07/25/2012 | | M | 1,576 | 10/19/2010 10/18/2017 | Common Stock | 1,576 | |
| Employee Stock Option (Right to Buy) | \$ 63.44 | 07/26/2012 | | M | 5,000 | 10/19/2008 10/18/2017 | Common Stock | 5,000 | |
| Employee Stock | \$ 63.44 | 07/26/2012 | | M | 5,000 | 10/19/2009 10/18/2017 | Common Stock | 5,000 | |

Option
(Right to
Buy)

Employee
Stock

Option \$ 63.44 07/26/2012
(Right to
Buy)

M 3,424 10/19/2010 10/18/2017 Common Stock 3,424

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOPKINS THOMAS E 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115 | | | Sr. VP-Human Resources | |

Signatures

Louis E. Stellato,
Attorney-in-fact 07/27/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.35 to \$131.54 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.44 to \$133.43 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.44 to \$133.87 inclusive. The Reporting Person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
 - (4) Of shares listed, 18,090 are restricted.
 - (5) 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 6/30/12 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.

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.