Edgar Filing: SHERWIN WILLIAMS CO - Form 4

SHERWIN W Form 4 May 10, 2011	ILLIAMS CO							
FORM Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940				NERSHIP OF e Act of 1934, f 1935 or Section	F Estimated average burden hours per response 0.5		
(Print or Type Rea	sponses)							
1. Name and Add MCCULLOU	dress of Reporting I IGH GARY E	Symbol	Name and Ticker or	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Da			Earliest Transaction ay/Year) 011	(Check all applicable) <u>X</u> Director Officer (give title below) below) (Check all applicable) 10% Owner Other (specify below)				
			ndment, Date Origina hth/Day/Year)	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SCHAUMBU	VRG, IL 60173				Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip) Tabl	e I - Non-Derivative	Securities Acq	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or D Code (Instr. 3, (Instr. 8)	4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/06/2011		Code V Amount $A_{(1)}$ 50	(D) Price A \$ 83.69	15,073.09 <u>(2)</u>	I	Deferred Plan	
Common Stock					11,845 (3) (4)	D		

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.

 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)	4. Transact Code (Instr. 8)	5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
hepoting of the Plane (Plane)	Director	10% Owner	Officer	Other		
MCCULLOUGH GARY E 231 N. MARTINGALE ROAD SCHAUMBURG, IL 60173	Х					
Signatures						
Louis E. Stellato, Attorney-in-fact	05	/10/2011				
<u>**</u> 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, 2,802 are restricted.
- (4) Includes shares acquired through dividend reinvestment.

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.