

SHERWIN WILLIAMS CO

Form 4

August 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENNESSY SEAN P

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(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)

08/01/2005

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)

Sr. VP-Finance and 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)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2005		M	55,305	A \$ 24.305	132,055 ⁽¹⁾	D
Common Stock	08/01/2005		S	100	D \$ 48.24	131,955 ⁽¹⁾	D
Common Stock	08/01/2005		S	800	D \$ 48.25	131,155 ⁽¹⁾	D
Common Stock	08/01/2005		S	1,800	D \$ 48.26	129,355 ⁽¹⁾	D
Common Stock	08/01/2005		S	36,000	D \$ 48.27	93,355 ⁽¹⁾	D

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Common Stock	08/01/2005	S	5,705	D	\$ 48.28	87,650 ⁽¹⁾	D	
Common Stock	08/01/2005	S	5,200	D	\$ 48.29	82,450 ⁽¹⁾	D	
Common Stock	08/01/2005	S	2,600	D	\$ 48.3	79,850 ⁽¹⁾	D	
Common Stock	08/01/2005	S	1,300	D	\$ 48.31	78,550 ⁽¹⁾	D	
Common Stock	08/01/2005	S	1,000	D	\$ 48.32	77,550 ⁽¹⁾	D	
Common Stock	08/01/2005	S	200	D	\$ 48.34	77,350 ⁽¹⁾	D	
Common Stock	08/01/2005	S	400	D	\$ 48.35	76,950 ⁽¹⁾	D	
Common Stock	08/01/2005	S	200	D	\$ 48.37	76,750 ⁽¹⁾	D	
Common Stock						14,448.339 ⁽²⁾	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 24.305	08/01/2005		M		14,171		10/17/2002	10/16/2011	Common Stock	14,171
Employee Stock	\$ 24.305	08/01/2005		M		26,667		10/17/2003	10/16/2011	Common Stock	26,667

Option
(Right to
Buy)

Employee Stock

Option (Right to Buy)	\$ 24.305	08/01/2005
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M	14,467	10/17/2004	10/16/2011	Common Stock	14,467
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY SEAN P 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			Sr. VP-Finance and CFO	

Signatures

Louis E. Stellato,
Attorney-in-fact

**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) Of shares listed, 63,750 are restricted.

(2) 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 6/30/05 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.