

SHERWIN WILLIAMS CO

Form 3

February 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Wells Robert J

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/22/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP-Corp Com & Public Affairs

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

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person101 PROSPECT AVENUE,
N.W.

(Street)

CLEVELAND,Â OHÂ 44115

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

1,500 ⁽¹⁾

D

Â

Common Stock

3,977.1114 ⁽²⁾

I

Stock Plan

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

SEC 1473 (7-02)

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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)

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	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)	07/22/1999	07/21/2008	Common Stock	666	\$ 33.0625	D	Â
Employee Stock Option (right to buy)	07/22/2000	07/21/2008	Common Stock	667	\$ 33.0625	D	Â
Employee Stock Option (right to buy)	07/22/2001	07/21/2008	Common Stock	667	\$ 33.0625	D	Â
Employee Stock Option (right to buy)	02/03/2000	02/02/2009	Common Stock	3,110	\$ 25.0625	D	Â
Employee Stock Option (right to buy)	02/03/2001	02/02/2009	Common Stock	3,110	\$ 25.0625	D	Â
Employee Stock Option (right to buy)	02/03/2002	02/02/2009	Common Stock	3,990	\$ 25.0625	D	Â
Employee Stock Option (right to buy)	10/17/2003	10/16/2011	Common Stock	2,229	\$ 24.305	D	Â
Employee Stock Option (right to buy)	10/17/2004	10/16/2011	Common Stock	2,334	\$ 24.305	D	Â
Employee Stock Option (right to buy)	10/18/2004	10/17/2012	Common Stock	1,701	\$ 25.425	D	Â
Employee Stock Option (right to buy)	10/18/2005	10/17/2012	Common Stock	2,334	\$ 25.425	D	Â
Employee Stock Option (right to buy)	10/24/2004	10/23/2013	Common Stock	2,000	\$ 31.2	D	Â
Employee Stock Option (right to buy)	10/24/2005	10/23/2013	Common Stock	2,000	\$ 31.2	D	Â
Employee Stock Option (right to buy)	10/24/2006	10/23/2013	Common Stock	2,000	\$ 31.2	D	Â
Employee Stock Option (right to buy)	10/20/2005	10/19/2014	Common Stock	1,667	\$ 41.725	D	Â
Employee Stock Option (right to buy)	10/20/2006	10/19/2014	Common Stock	1,667	\$ 41.725	D	Â
Employee Stock Option (right to buy)	10/20/2007	10/19/2014	Common Stock	1,666	\$ 41.725	D	Â
Employee Stock Option (right to buy)	10/21/2006	10/20/2015	Common Stock	1,300	\$ 43.595	D	Â
Employee Stock Option (right to buy)	10/21/2007	10/20/2015	Common Stock	1,300	\$ 43.595	D	Â
	10/21/2008	10/20/2015		1,300	\$ 43.595	D	Â

Employee Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Wells Robert J 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	Â	Â	Â	VP-Corp Com & Public Affairs	Â

Signatures

Louis E. Stellato,
Attorney-in-fact

02/23/2006

__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) Shares listed 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 2/17/06 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.

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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.

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