#### Edgar Filing: SHERWIN WILLIAMS CO - Form 3

#### SHERWIN WILLIAMS CO

Form 3

September 17, 2008

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

OMB APPROVAL

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**SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement SHERWIN WILLIAMS CO [SHW] Heath George E (Month/Day/Year) 09/08/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 101 PROSPECT AVENUE. (Check all applicable) N.W. (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting President, Global Finishes Grp Person CLEVELAND, OHÂ 44115 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 17,250 (1) D Common Stock 930.5104 (2) I Stock Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(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)	07/21/2005	07/20/2014	Common Stock	2,419	\$ 41.325	D	Â
Employee Stock Option (Right to Buy)	07/21/2006	07/20/2014	Common Stock	2,419	\$ 41.325	D	Â
Employee Stock Option (Right to Buy)	07/21/2007	07/20/2014	Common Stock	2,419	\$ 41.325	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	1,666	\$ 41.725	D	Â
Employee Stock Option (Right to Buy)	10/20/2007	10/19/2014	Common Stock	1,667	\$ 41.725	D	Â
Employee Stock Option (Right to Buy)	10/21/2007	10/20/2015	Common Stock	2,000	\$ 43.595	D	Â
Employee Stock Option (Right to Buy)	10/21/2008	10/20/2015	Common Stock	2,000	\$ 43.595	D	Â
Employee Stock Option (Right to Buy)	02/22/2007	02/21/2016	Common Stock	3,334	\$ 47.055	D	Â
Employee Stock Option (Right to Buy)	02/22/2008	02/21/2016	Common Stock	3,333	\$ 47.055	D	Â
Employee Stock Option (Right to Buy)	02/22/2009	02/21/2016	Common Stock	3,333	\$ 47.055	D	Â
Employee Stock Option (Right to Buy)	10/18/2007	10/17/2016	Common Stock	4,334	\$ 59.435	D	Â
Employee Stock Option (Right to Buy)	10/18/2008	10/17/2016	Common Stock	4,333	\$ 59.435	D	Â
Employee Stock Option (Right to Buy)	10/18/2009	10/17/2016	Common Stock	4,333	\$ 59.435	D	Â
Employee Stock Option (Right to Buy)	10/19/2008	10/18/2017	Common Stock	4,000	\$ 63.44	D	Â
Employee Stock Option (Right to Buy)	10/19/2009	10/18/2017	Common Stock	4,000	\$ 63.44	D	Â
Employee Stock Option (Right to Buy)	10/19/2010	10/18/2017	Common Stock	4,000	\$ 63.44	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Heath George E 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	Â	Â	President, Global Finishes Grp	Â	

### **Signatures**

Louis E. Stellato, Attorney-in-fact 09/17/2008

\*\*Signature of Reporting Person

## **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 9/5/08 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:**

Exhibit 24, Power of Attorney, is 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.

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