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SHERWIN Form 4 October 19,	WILLIAMS CO 2009											
FORM	14								-	PPROVAL		
	UNITED	URITIES AND EXCHANGE COMMIS ashington, D.C. 20549					N OMB Number:	3235-0287				
Check th if no lon							Expires:	January 31, 2005				
subject t Section Form 4 of	SIAIE 16.	F CHAN	NGES IN SECUI		ICIA	AL OV	WNERSHIP OF	Estimated burden hou	Estimated average burden hours per response 0.5			
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the I	Public U		ding Cor	npan	y Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)											
SEITZ THOMAS W Symb				Issuer Name and Ticker or Trading nbol [ERWIN WILLIAMS CO [SHW]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) ((Middle)	3. Date of Earliest Transaction					(Check all applicable)				
(M				(Month/Day/Year) 10/15/2009				Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP-Strat. Excell. Init.				
	Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
CLEVELA	ND, OH 44115								More than One R			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D) and and (A) or) 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 Indirect Beneficial Ownership (Instr. 4)		
Domin Jow D	out on a second 1'	o for or -h -1			Amount		Price					
Renniuer. Ref	port on a separate line	e for each ch	135 01 500	unities belle	netany OW	neu ul	recuy C	n munecuy.				

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Mont	h/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 63.25	10/15/2009			А		21,000		<u>(1)</u>	10/14/2019	Common Stock	21,000	
Reporting Owners													
Reporting Owner Name / Address Dir					Relationships								
			rector	10% Owner	Offic	er			Othe	er			
SEITZ THOMAS W					Sr. VD Strat Excell Init								
101 WEST PROSPECT AVENUE					51.	Sr. VP-Strat. Excell. Init.							

Signatures

Louis E. Stellato, 10/19/2009 Attorney-in-fact

<u>**</u>Signature of Reporting Person

CLEVELAND, OH 44115

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 option vests in three equal annual installments beginning on October 15, 2010.

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.