### Edgar Filing: SHERWIN WILLIAMS CO - Form 4

SHERWIN W Form 4 February 18,	VILLIAMS CO 2010										
FORM	ГЛ	STATES	SECUR	ITIES A	ND EXC	HAN	IGE (	COMMISSION	-	PPROVAL	
W Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the Public				ashington, D.C. 20549 NGES IN BENEFICIAL OW SECURITIES 16(a) of the Securities Exchang				<b>NERSHIP OF</b> e Act of 1934,	Number: Expires: Estimated a burden hou response	irs per	
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 1(b).											
(Print or Type R	Responses)										
Oberfeld Steven J Symbol				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
				-				(Check all applicable) <u>X</u> Director <u>X</u> Officer (give title <u>10%</u> Owner (president, Paint Stores Group			
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAN	ND, OH 44115							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	<ul> <li>Execution</li> <li>any</li> </ul>	on Date, if	Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	sposed and 5 (A) or	of 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)	Indirect Beneficial	
Common Stock	02/16/2010			Code V $A^{(1)}$	Amount 12,900	(D) A	Price \$ 0	90,549 <u>(2)</u>	D		
Common Stock								25,574.34 <u>(3)</u>	Ι	Stock Plan	

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.

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

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Oberfeld Steven J 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115			President, Paint Stores Group				
Signatures							

# Signatures

Louis E. Stellato, 02/18/2010 Attorney-in-fact

Date

#### \*\*Signature of Reporting Person

## **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) Grant of restricted shares of common stock under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan.
- (2) Of shares listed, 68,900 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 12/31/09 statement. Shares of common stock

(3) 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.