

SEITZ THOMAS W
Form 4
July 29, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEITZ THOMAS W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 PROSPECT AVENUE, N.W.

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. and GM-Consumer Div.

(Street)
CLEVELAND, OH 44115

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/27/2005		M		1,271	A	\$ 27.75
					65,955	(1)	D
Common Stock	07/27/2005		M		3,124	A	\$ 25.3438
					69,079	(1)	D
Common Stock	07/27/2005		M		7,637	A	\$ 25.0625
					76,716	(1)	D
Common Stock	07/27/2005		M		30,000	A	\$ 24.305
					106,716	(1)	D
Common Stock	07/27/2005		S		9,800	D	\$ 47.3
					96,916	(1)	D

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Common Stock	07/27/2005	S	21,800	D	\$ 47.5	75,116 ⁽¹⁾	D	
Common Stock	07/27/2005	S	1,700	D	\$ 47.51	73,416 ⁽¹⁾	D	
Common Stock	07/27/2005	S	2,900	D	\$ 47.52	70,516 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.55	70,416 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.57	70,316 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.58	70,216 ⁽¹⁾	D	
Common Stock	07/27/2005	S	300	D	\$ 47.59	69,916 ⁽¹⁾	D	
Common Stock	07/27/2005	S	300	D	\$ 47.65	69,616 ⁽¹⁾	D	
Common Stock	07/27/2005	S	400	D	\$ 47.69	69,216 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.75	69,116 ⁽¹⁾	D	
Common Stock	07/27/2005	S	318	D	\$ 47.76	68,798 ⁽¹⁾	D	
Common Stock						10,991.274 ⁽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

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Employee Stock Option (Right to Buy)	\$ 27.75	07/27/2005	M	1,271	01/29/1998	01/28/2007	Common Stock	1,271
Employee Stock Option (Right to Buy)	\$ 25.3438	07/27/2005	M	1,666	10/21/1999	10/20/2008	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 25.3438	07/27/2005	M	1,458	10/21/2000	10/20/2008	Common Stock	1,458
Employee Stock Option (Right to Buy)	\$ 25.0625	07/27/2005	M	4,000	02/03/2000	02/02/2009	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 25.0625	07/27/2005	M	3,627	02/03/2001	02/02/2009	Common Stock	3,627
Employee Stock Option (Right to Buy)	\$ 25.0625	07/27/2005	M	10	02/03/2002	02/02/2009	Common Stock	10
Employee Stock Option (Right to Buy)	\$ 24.305	07/27/2005	M	10,000	10/17/2002	10/16/2011	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 24.305	07/27/2005	M	10,000	10/17/2003	10/16/2011	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 24.305	07/27/2005	M	10,000	10/17/2004	10/16/2011	Common Stock	10,000

