

SHERWIN WILLIAMS CO
Form 4
July 03, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Connor Christopher M

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

(Street)

CLEVELAND, OH 44115

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

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. 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	07/02/2007		M ⁽¹⁾	V	50,000	A	\$ 20.25	439,045.067 (2)	D
Common Stock	07/02/2007		S ⁽¹⁾		2,700	D	\$ 66.7	436,345.067 (2)	D
Common Stock	07/02/2007		S ⁽¹⁾		500	D	\$ 66.71	435,845.067 (2)	D
Common Stock	07/02/2007		S ⁽¹⁾		1,900	D	\$ 66.75	433,945.067 (2)	D
Common Stock	07/02/2007		S ⁽¹⁾		2,800	D	\$ 66.76	431,145.067 (2)	D

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Common Stock	07/02/2007	<u>S(1)</u>	500	D	\$ 66.77	430,645.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	500	D	\$ 66.78	430,145.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	100	D	\$ 66.8	430,045.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	300	D	\$ 66.82	429,745.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	100	D	\$ 66.83	429,645.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	600	D	\$ 66.84	429,045.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	500	D	\$ 66.85	428,545.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	800	D	\$ 66.86	427,745.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	500	D	\$ 66.87	427,245.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	2,800	D	\$ 66.88	424,445.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	3,400	D	\$ 66.89	421,045.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	300	D	\$ 66.9	420,745.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	100	D	\$ 66.91	420,645.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	450	D	\$ 66.92	420,195.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	200	D	\$ 66.98	419,995.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	5,700	D	\$ 67	414,295.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	900	D	\$ 67.01	413,395.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	300	D	\$ 67.02	413,095.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	1,500	D	\$ 67.03	411,595.067 (2)	D
Common Stock	07/02/2007	<u>S(1)</u>	600	D	\$ 67.07	410,995.067 (2)	D
	07/02/2007	<u>S(1)</u>	500	D			D

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Common Stock \$ 410,495.067
67.08 ⁽²⁾

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

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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. 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
Employee Stock Option (Right to Buy)	\$ 20.25	07/02/2007		M	50,000	10/22/2001 10/21/2009	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connor Christopher M 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	X		Chairman and CEO	

Signatures

Louis E. Stellato,
Attorney-in-fact 07/03/2007

**Signature of Reporting Person 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 reported exercise and sale were made pursuant to a pre-arranged trading plan previously adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

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- (2) Of shares listed, 244,125 are restricted and 505.067 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 5/31/07 statement.

Remarks:

This is the first of two Forms 4 filed by the Reporting Person on the same date.

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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