

SHERWIN WILLIAMS CO  
Form FWP  
December 16, 2009

**Filed Pursuant to Rule 433**  
**Registration Statement No. 333-163747**  
**December 16, 2009**

The Sherwin-Williams Company  
Pricing Term Sheet

Issuer:	The Sherwin-Williams Company
Size:	\$500,000,000
Maturity:	December 15, 2014
Coupon:	3.125%
Price:	99.955% of face amount
Yield to maturity:	3.135%
Spread to Benchmark Treasury:	82 basis points
Benchmark Treasury:	2.125% due November 30, 2014
Benchmark Treasury Price and Yield:	99-03 <sup>3</sup> / <sub>4</sub> 2.315%
Interest Payment Dates:	June 15 and December 15, commencing June 15, 2010
Optional Redemption:	At any time at a discount rate of Treasury plus 12.5 basis points
Settlement:	T+3; December 21, 2009
CUSIP:	824348 AN6
ISIN:	US824348AN64
Ratings*:	A3 (stable outlook) /A- (positive outlook) / A (stable outlook)
Denominations:	\$2,000x\$1,000
Active Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities Inc.
Passive Book-Running Managers:	Banc of America Securities LLC Wells Fargo Securities, LLC
Co-Managers:	KeyBanc Capital Markets Inc. SunTrust Robinson Humphrey, Inc. PNC Capital Markets LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, a copy of the prospectus can be obtained by contacting Citigroup Global Markets Inc. at (877) 858-5407 (toll-free), J.P. Morgan Securities Inc. at (212) 834-4533 (collect), Banc of America Securities LLC at 1-800-294-1322 (toll-free) or Wells Fargo Securities, LLC at 1-800-326-5897 (toll-free).**

**\*Note: A Securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**