

SHERWIN WILLIAMS CO
Form 4
August 09, 2006

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 *
MOLL CURTIS E

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)
5965 GRAFTON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2006

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

VALLEY CITY, OH 44280

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	08/07/2006		M		2,000 A \$ 28	6,500 ⁽¹⁾	D
Common Stock	08/07/2006		M		2,000 A \$ 29.0313	8,500 ⁽¹⁾	D
Common Stock	08/07/2006		M		2,000 A \$ 25.0625	10,500 ⁽¹⁾	D
Common Stock	08/07/2006		M		2,000 A \$ 20.25	12,500 ⁽¹⁾	D
Common Stock	08/07/2006		M		2,000 A \$ 19.625	14,500 ⁽¹⁾	D
Common Stock	08/07/2006		M		2,000 A \$ 24.305	16,500 ⁽¹⁾	D

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Common Stock									
Common Stock	08/07/2006		M	3,500	A	\$ 25.425	20,000 <u>(1)</u>	D	
Common Stock	08/07/2006		M	2,333	A	\$ 31.2	22,333 <u>(1)</u>	D	
Common Stock	08/07/2006		S	4,000	D	\$ 50.55	18,333 <u>(1)</u>	D	
Common Stock	08/07/2006		S	200	D	\$ 50.58	18,133 <u>(1)</u>	D	
Common Stock	08/07/2006		S	233	D	\$ 50.59	17,900 <u>(1)</u>	D	
Common Stock	08/07/2006		S	1,200	D	\$ 50.6	16,700 <u>(1)</u>	D	
Common Stock	08/07/2006		S	1,600	D	\$ 50.65	15,100 <u>(1)</u>	D	
Common Stock	08/07/2006		S	1,300	D	\$ 50.66	13,800 <u>(1)</u>	D	
Common Stock	08/07/2006		S	800	D	\$ 50.68	13,000 <u>(1)</u>	D	
Common Stock	08/07/2006		S	3,600	D	\$ 50.7	9,400 <u>(1)</u>	D	
Common Stock	08/07/2006		S	200	D	\$ 50.72	9,200 <u>(1)</u>	D	
Common Stock	08/07/2006		S	300	D	\$ 50.73	8,900 <u>(1)</u>	D	
Common Stock							16,516.46 <u>(2)</u>	I	Deferred Plan
Common Stock							340 <u>(3)</u>	I	By Wife

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Stock Option (Right to Buy)	\$ 28	08/07/2006	M	666	04/23/1998	04/22/2007	Common Stock	666
Stock Option (Right to Buy)	\$ 28	08/07/2006	M	667	04/23/1999	04/22/2007	Common Stock	667
Stock Option (Right to Buy)	\$ 28	08/07/2006	M	667	04/23/2000	04/22/2007	Common Stock	667
Stock Option (Right to Buy)	\$ 29.0313	08/07/2006	M	666	02/04/1999	02/03/2008	Common Stock	666
Stock Option (Right to Buy)	\$ 29.0313	08/07/2006	M	667	02/04/2000	02/03/2008	Common Stock	667
Stock Option (Right to Buy)	\$ 29.0313	08/07/2006	M	667	02/04/2001	02/03/2008	Common Stock	667
Stock Option (Right to Buy)	\$ 25.0625	08/07/2006	M	666	02/03/2000	02/02/2009	Common Stock	666
Stock Option (Right to Buy)	\$ 25.0625	08/07/2006	M	667	02/03/2001	02/02/2009	Common Stock	667
Stock Option (Right to Buy)	\$ 25.0625	08/07/2006	M	667	02/03/2002	02/02/2009	Common Stock	667
	\$ 20.25	08/07/2006	M	666	10/22/2000	10/21/2009		666

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Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 20.25	08/07/2006	M	667	10/22/2001	10/21/2009		Common Stock	667
Stock Option (Right to Buy)	\$ 20.25	08/07/2006	M	667	10/22/2002	10/21/2009		Common Stock	667
Stock Option (Right to Buy)	\$ 19.625	08/07/2006	M	666	10/19/2001	10/18/2010		Common Stock	666
Stock Option (Right to Buy)	\$ 19.625	08/07/2006	M	667	10/19/2002	10/18/2010		Common Stock	667
Stock Option (Right to Buy)	\$ 19.625	08/07/2006	M	667	10/19/2003	10/18/2010		Common Stock	667
Stock Option (Right to Buy)	\$ 24.305	08/07/2006	M	666	10/17/2002	10/16/2011		Common Stock	666
Stock Option (Right to Buy)	\$ 24.305	08/07/2006	M	667	10/17/2003	10/16/2011		Common Stock	667
Stock Option (Right to Buy)	\$ 24.305	08/07/2006	M	667	10/17/2004	10/16/2011		Common Stock	667
Stock Option (Right to Buy)	\$ 25.425	08/07/2006	M	1,166	10/18/2003	10/17/2012		Common Stock	1,166
Stock Option (Right to Buy)	\$ 25.425	08/07/2006	M	1,167	10/18/2004	10/17/2012		Common Stock	1,167
	\$ 25.425	08/07/2006	M	1,167	10/18/2005	10/17/2012			1,167

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 31.2	08/07/2006	M	1,166	10/24/2004	10/23/2013		Common Stock	1,166
Stock Option (Right to Buy)	\$ 31.2	08/07/2006	M	1,167	10/24/2005	10/23/2013		Common Stock	1,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLL CURTIS E 5965 GRAFTON ROAD VALLEY CITY, OH 44280		X		

Signatures

Louis E. Stellato,
Attorney-in-fact

08/09/2006

__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) Of shares listed, 3,000 are restricted.
- (2) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such Plan.
- (3) Reporting Person disclaims beneficial ownership of such shares.

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.