

SHERWIN WILLIAMS CO
Form 4
December 13, 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 *
Oberfeld Steven J

(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)

12/12/2006

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)

President, Paint Stores Group

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. 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 | 12/12/2006 | | M | | 13,933 | A | \$ 24.305 |
| Common Stock | 12/12/2006 | | M | | 26,067 | A | \$ 25.425 |
| Common Stock | 12/12/2006 | | S | | 1,400 | D | \$ 62.57 |
| Common Stock | 12/12/2006 | | S | | 5,500 | D | \$ 62.58 |
| Common Stock | 12/12/2006 | | S | | 100 | D | \$ 62.59 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------------|---|
| Common Stock | 12/12/2006 | S | 300 | D | \$ 62.6 | 79,920 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,800 | D | \$ 62.61 | 78,120 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 4,600 | D | \$ 62.63 | 73,520 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 4,100 | D | \$ 62.63 | 69,420 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 2,800 | D | \$ 62.65 | 66,620 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 2,000 | D | \$ 62.66 | 64,620 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,300 | D | \$ 62.68 | 63,320 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,800 | D | \$ 62.69 | 61,520 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,500 | D | \$ 62.7 | 60,020 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,200 | D | \$ 62.71 | 58,820 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 500 | D | \$ 62.72 | 58,320 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 300 | D | \$ 62.73 | 58,020 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 2,300 | D | \$ 62.74 | 55,720 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 300 | D | \$ 62.75 | 55,420 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 600 | D | \$ 62.76 | 54,820 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,500 | D | \$ 62.77 | 53,320 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 100 | D | \$ 62.78 | 53,220 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 100 | D | \$ 62.79 | 53,120 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 3,000 | D | \$ 62.8 | 50,120 <u>(1)</u> | D |
| Common Stock | 12/12/2006 | S | 1,400 | D | \$ 62.81 | 48,720 <u>(1)</u> | D |
| | 12/12/2006 | S | 600 | D | \$ 62.82 | 48,120 <u>(1)</u> | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|----------------------------|---|------------|
| Common Stock | | | | | | | | | |
| Common Stock | 12/12/2006 | | S | 700 | D | \$ 62.83 | 47,420 ⁽¹⁾ | D | |
| Common Stock | 12/12/2006 | | S | 100 | D | \$ 62.84 | 47,320 ⁽¹⁾ | D | |
| Common Stock | 12/12/2006 | | S | 100 | D | \$ 62.86 | 47,220 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 22,307.6383 ⁽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 |
| Employee Stock Option (Right to Buy) | \$ 24.305 | 12/12/2006 | | M | 1,114 | 10/17/2002 10/16/2011 | Common Stock 1,114 |
| Employee Stock Option (Right to Buy) | \$ 24.305 | 12/12/2006 | | M | 10,000 | 10/17/2003 10/16/2011 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 24.305 | 12/12/2006 | | M | 2,819 | 10/17/2004 10/16/2011 | Common Stock 5,886 |
| | \$ 25.425 | 12/12/2006 | | M | 10,000 | 10/18/2003 10/17/2012 | 10,000 |

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 25.425 12/12/2006

M 10,000 10/18/2004 10/17/2012

Common
Stock 10,000

Employee
Stock
Option
(Right to
Buy)

\$ 25.425 12/12/2006

M 6,067 10/18/2005 10/17/2012

Common
Stock 6,067

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Oberfeld Steven J
101 PROSPECT AVENUE, N.W.
CLEVELAND, OH 44115

President, Paint Stores Group

Signatures

Louis E. Stellato,
Attorney-in-fact 12/13/2006

**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, 37,500 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 10/17/06 statement. Shares of common stock 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.

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