

SHERWIN WILLIAMS CO

Form 8-K

July 19, 2007

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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 17, 2007

The Sherwin-Williams Company

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

1-04851
(Commission
File Number)

34-0526850
(IRS Employer
Identification No.)

101 Prospect Avenue, N.W.
Cleveland, Ohio
(Address of Principal
Executive Offices)

44115
(Zip Code)

(216) 566-2000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02. Results of Operations and Financial Condition.

On July 19, 2007, The Sherwin-Williams Company (Sherwin-Williams) issued a press release announcing its financial results for the second quarter ended June 30, 2007 and certain other information. A copy of this press release is furnished with this Report as Exhibit 99 and is incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory**Arrangements of Certain Officers.**

On July 17, 2007, the Compensation and Management Development Committee (the Committee) of the Board of Directors of Sherwin-Williams approved the elimination of certain perquisites and personal benefits that Sherwin-Williams previously provided to its executive officers and approved a salary adjustment to compensate for the elimination of these personal benefits. The Committee eliminated the following personal benefits effective August 1, 2007: parking, annual physical, personal liability insurance, basic financial planning, home security system and club memberships for personal use. The base salaries of each of the executive officers named in the Summary Compensation Table of Sherwin-Williams 2007 Proxy Statement were adjusted effective July 22, 2007 in the following amounts:

| Named Executive Officer | Increase | Adjusted Base Salary |
|-------------------------|----------|----------------------|
| C.M. Connor | \$25,000 | \$ 1,183,522 |
| J.G. Morikis | \$25,000 | \$ 683,356 |
| S.P. Hennessy | \$25,000 | \$ 522,157 |
| T.W. Seitz | \$20,000 | \$ 436,713 |
| L.E. Stellato | \$20,000 | \$ 431,430 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following Exhibit is furnished with this Report:

| Exhibit No. | Exhibit Description |
|-------------|---|
| 99 | Press Release of The Sherwin-Williams Company, dated July 19, 2007. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE SHERWIN-WILLIAMS COMPANY

July 19, 2007

By: /s/ L.E. Stellato
L.E. Stellato
Vice President, General Counsel and
Secretary

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|-------------|---|
| 99 | Press Release of The Sherwin-Williams Company, dated July 19, 2007. |