

SHERWIN WILLIAMS CO
Form 4
June 01, 2005

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 *
SCAMINACE JOSEPH 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)

05/27/2005

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 and COO

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	05/27/2005		M		3,720	A	\$ 27.75
Common Stock	05/27/2005		M		39,000	A	\$ 29.0313
Common Stock	05/27/2005		M		90,000	A	\$ 25.0625
Common Stock	05/27/2005		M		5,095	A	\$ 19.625
Common Stock	05/27/2005		M		125,000	A	\$ 24.305

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Common Stock	05/27/2005	M	26,000	A	\$ 32.2813	422,737.31	D	
Common Stock	05/27/2005	M	200,000	A	\$ 20.25	622,737.31	D	
Common Stock	05/27/2005	M	83,333	A	\$ 25.425	706,070.31	D	
Common Stock	05/27/2005	M	33,334	A	\$ 31.2	739,404.31	D	
Common Stock	05/31/2005	D	128,000	D	\$ 0	611,404.31	D	
Common Stock						29,646.107 <u>(1)</u>	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 27.75	05/27/2005		M	118	01/29/1999	01/28/2007	Common Stock	118
Employee Stock Option (Right to Buy)	\$ 27.75	05/27/2005		M	3,602	01/29/2000	01/28/2007	Common Stock	3,602
Employee Stock Option (Right to Buy)	\$ 29.0313	05/27/2005		M	13,000	02/04/1999	02/03/2008	Common Stock	13,000

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Buy)

Employee
Stock
Option
(Right to
Buy)

\$ 29.0313

05/27/2005

M

13,000

02/04/2000

02/03/2008

Common
Stock

13,000

Employee
Stock
Option
(Right to
Buy)

\$ 29.0313

05/27/2005

M

13,000

02/04/2001

02/03/2008

Common
Stock

13,000

Employee
Stock
Option
(Right to
Buy)

\$ 25.0625

05/27/2005

M

30,000

02/03/2000

02/02/2009

Common
Stock

30,000

Employee
Stock
Option
(Right to
Buy)

\$ 25.0625

05/27/2005

M

30,000

02/03/2001

02/02/2009

Common
Stock

30,000

Employee
Stock
Option
(Right to
Buy)

\$ 25.0625

05/27/2005

M

30,000

02/03/2002

02/02/2009

Common
Stock

30,000

Employee
Stock
Option
(Right to
Buy)

\$ 19.625

05/27/2005

M

5,095

10/19/2003

10/18/2010

Common
Stock

5,095

Employee
Stock
Option
(Right to
Buy)

\$ 24.305

05/27/2005

M

41,666

10/17/2002

10/16/2011

Common
Stock

41,666

Employee
Stock
Option
(Right to
Buy)

\$ 24.305

05/27/2005

M

41,667

10/17/2003

10/16/2011

Common
Stock

41,666

Employee
Stock
Option
(Right to
Buy)

\$ 24.305

05/27/2005

M

41,667

10/17/2004

10/16/2011

Common
Stock

41,666

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Employee Stock Option (Right to Buy)	\$ 32.2813	05/27/2005	M	8,666	07/16/1998	07/15/2007	Common Stock	8,666
Employee Stock Option (Right to Buy)	\$ 32.2813	05/27/2005	M	8,667	07/16/1999	07/15/2007	Common Stock	8,667
Employee Stock Option (Right to Buy)	\$ 32.2813	05/27/2005	M	8,667	07/16/2000	07/15/2007	Common Stock	8,667
Employee Stock Option (Right to Buy)	\$ 20.25	05/27/2005	M	66,666	10/22/2000	10/21/2009	Common Stock	66,666
Employee Stock Option (Right to Buy)	\$ 20.25	05/27/2005	M	66,667	10/22/2001	10/21/2009	Common Stock	66,667
Employee Stock Option (Right to Buy)	\$ 20.25	05/27/2005	M	66,667	10/22/2002	10/21/2009	Common Stock	66,667
Employee Stock Option (Right to Buy)	\$ 25.425	05/27/2005	M	41,666	10/18/2003	10/17/2012	Common Stock	41,666
Employee Stock Option (Right to Buy)	\$ 25.425	05/27/2005	M	41,667	10/18/2004	10/17/2012	Common Stock	41,667
Employee Stock Option (Right to Buy)	\$ 31.2	05/27/2005	M	33,334	10/24/2004	10/23/2013	Common Stock	33,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCAMINACE JOSEPH M 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	X		President and COO	

Signatures

Louis E. Stellato,
Attorney-in-fact

06/01/2005

__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) 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 3/31/05 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.

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.