

SHERWIN WILLIAMS CO
Form 4
July 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HENNESSY SEAN P

(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)

07/25/2006

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)

Sr. VP-Finance and CFO

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	07/25/2006		M		4,460 A \$ 27.75	96,210 ⁽¹⁾	D
Common Stock	07/25/2006		M		3,758 A \$ 29.0313	99,968 ⁽¹⁾	D
Common Stock	07/25/2006		M		25,000 A \$ 25.0625	124,968 ⁽¹⁾	D
Common Stock	07/25/2006		M		5,095 A \$ 19.625	130,063 ⁽¹⁾	D
Common Stock	07/25/2006		M		12,200 A \$ 24.305	142,263 ⁽¹⁾	D

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Common Stock	07/25/2006	S	46,713	D	\$ 48.45	95,550 ⁽¹⁾	D	
Common Stock	07/25/2006	S	300	D	\$ 48.48	95,250 ⁽¹⁾	D	
Common Stock	07/25/2006	S	300	D	\$ 48.47	94,950 ⁽¹⁾	D	
Common Stock	07/25/2006	S	500	D	\$ 48.46	94,450 ⁽¹⁾	D	
Common Stock	07/25/2006	S	2,700	D	\$ 48.44	91,750 ⁽¹⁾	D	
Common Stock						15,035.836 ⁽²⁾	I	Stock Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 27.75	07/25/2006		M	1,126	01/29/1998	01/28/2007	Common Stock	1,126
Employee Stock Option (Right to Buy)	\$ 27.75	07/25/2006		M	1,666	01/29/1999	01/28/2007	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	07/25/2006		M	1,668	01/29/2000	01/28/2007	Common Stock	1,668

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Buy)

Employee
Stock

Option	\$ 29.0313	07/25/2006	M	424	02/04/1999	02/03/2008	Common Stock	424
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(Right to
Buy)

Employee
Stock

Option	\$ 29.0313	07/25/2006	M	1,667	02/04/2000	02/03/2008	Common Stock	1,667
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(Right to
Buy)

Employee
Stock

Option	\$ 29.0313	07/25/2006	M	1,667	02/04/2001	02/03/2008	Common Stock	1,667
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(Right to
Buy)

Employee
Stock

Option	\$ 25.0625	07/25/2006	M	8,333	02/03/2000	02/02/2009	Common Stock	8,333
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(Right to
Buy)

Employee
Stock

Option	\$ 25.0625	07/25/2006	M	8,333	02/03/2001	02/02/2009	Common Stock	8,333
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(Right to
Buy)

Employee
Stock

Option	\$ 25.0625	07/25/2006	M	8,334	02/03/2002	02/02/2009	Common Stock	8,334
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(Right to
Buy)

Employee
Stock

Option	\$ 19.625	07/25/2006	M	5,095	10/19/2003	10/18/2010	Common Stock	5,095
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(Right to
Buy)

Employee
Stock

Option	\$ 24.305	07/25/2006	M	12,200	10/17/2004	10/16/2011	Common Stock	12,200
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(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HENNESSY SEAN P
101 PROSPECT AVENUE, N.W.
CLEVELAND, OH 44115

Sr. VP-Finance and CFO

Signatures

Louis E. Stellato,
Attorney-in-fact

07/27/2006

__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, 78,750 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 6/30/06 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.
- (2)

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.